



BYLAWS

COPY

Exhibit "C"

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BYLAWS

OF

HOMEOWNERS' ASSOCIATION, INC.

1. Identity. These are the Bylaws of \_\_\_\_\_ Homeowners' Association, Inc. (the "Association"), a corporation not for profit incorporated under the laws of the State of Florida.

1.1 Principal Office. The principal office of the Association will be as provided in its Articles of Incorporation, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association will be kept at its principal office or in the office of any manager engaged by the Association.

1.2 Fiscal Year The fiscal year of the Association will be the calendar year.

2. Definitions. For convenience, these Bylaws will be referred to as the "Bylaws" and the Articles of Incorporation of the Association as the "Articles". The other capitalized terms used in these Bylaws will have the same meanings given in the Declaration of Covenants and Restrictions for \_\_\_\_\_ (the "Declaration"), unless herein provided to the contrary or unless the context otherwise requires.

3. Members.

3.1 Annual Meeting The annual Members' meeting will be held each year on the date, at the place and at the time specified by the Board of Directors. The purpose of the meeting will, except as provided herein to the contrary, to elect Directors and to transact any other business authorized to be transacted by the Members, or as stated in the notice of the meeting sent to Members in advance thereof.

3.2 Special Meetings. Special meetings of the Members may be called by the President or by a majority of a quorum of the Board of Directors, and, after the Turnover Date, must be called by the President or Secretary upon receipt of a written request from at least 10% of the total votes of the Members of the Association. Special meetings of the Members will be held in the place provided for herein for annual meetings. The notice of any special meeting will state the date, time and place of such meeting and for the purpose thereof. The business conducted at a special meeting will be limited to that stated in the notice of the meeting.

3.3 Notice of Meeting; Waiver of Notice. Written or printed notice stating the place, date and hour of any meeting of the Members will be delivered, either personally or by mail, to each Member, not more than 60 nor less than 10 days

before the date of such meeting. Notice will, if required by law, be posted on the Property. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the Association.

Notice of specific meetings may be waived before or after the meeting and the attendance of any Member (or person authorized to vote for such Member) will constitute such Member's waiver of notice of such meeting, except when his (or his authorized representative's) attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called.

An officer of the Association will provide an affidavit, to be included in the official records of the Association, affirming that notices of the Member's meeting were mailed or hand delivered in accordance with this Section. No other proof of notice of a meeting will be required.

3.4 Quorum. A quorum at Members' meetings will be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of the Members.

3.5 Voting.

The number of votes each Member may cast is described in Section 4 of Article IV of the Declaration.

The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum has been attained will be binding upon all Members for all purposes, except where otherwise provided by law, the Declaration, the Articles or these Bylaws.

3.6 Proxies. Votes may be cast in person or by proxy. The Board of Directors will determine the form and procedure for the use of proxies. In lieu of proxies, sealed ballots may be utilized when required by Florida law.

3.7 Adjourned Meetings. If any proposed meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is given in the manner required for the giving of notice of a meeting.

3.8 Conduct of Meetings. The President will preside over all meetings of the Association and the Secretary will keep the minutes of the meetings and record in a minute book all resolutions adopted at the meetings, as well as a record of all transactions occurring at the meetings.

3.9 Action Without A Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required to be taken at any annual



or special meeting of Members, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall have been signed by the Members (or persons authorized to cast the vote of any such Members as elsewhere herein set forth) having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of Members at which a quorum of Members (or authorized persons) entitled to vote thereon were present and voted. Within 10 days after obtaining such authorization by written consent, notice must be given to Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

4. Directors.



4.1 Membership. The affairs of the Association will be governed by a Board of not less than 3 but no more than 7 Directors, the exact number to be determined in the first instance in the Articles and, thereafter, by amendment to this Section of the Bylaws.

4.2 Election or Appointment of Directors. Prior to the Turnover Date, the Class B Member will appoint all of the members of the Board of Directors. On the Turnover Date, all of the Board members appointed by the Class B Member except one will resign and the remaining positions will be elected by a plurality vote of the Class A Members. Thereafter, directors will be elected by a plurality vote of the Class A Members at the annual meeting of the Members. Notwithstanding the foregoing, as long as the Developer holds for sale in the ordinary course of business at least 5% of the Parcels, the Developer will have the right to continue to appoint one member of the Board of Directors.

4.3 Qualification for Election. Except with respect to directors appointed by the Developer, all directors must be Owners who are not in arrears in payments due to the Association or officers of the Class A Members.

4.4 Term. Except as provided herein to the contrary, the term of each Director's service will extend until the next annual meeting of the Members and subsequently until his successor is duly elected and has taken office, or until he resigns or is removed in the manner elsewhere provided.

4.5 Vacancies and Removal.

Provisions herein to the contrary notwithstanding, until the Turnover Date, any director appointed by the Developer may be removed, with or without cause, only by the Developer.

On and after the Turnover Date, any director may be removed, with or without cause, by the vote of the Members holding a majority of the votes entitled to be cast for the election of such director. Any director whose removal is sought will be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor will be elected by the parties entitled to elect or appoint the director so removed to fill the vacancy for the remainder of the term of such director.

Any director elected by the Members who has 3 consecutive unexcused absences, as determined by the Board, from Board meetings or who is delinquent in the payment of any Assessment due to the Association or any Sub-Association for more than 30 days may be removed by a majority of the directors present at a regular or special meeting at which a forum is present, and a successor may be appointed by the remaining directors. In the event of the death, disability or resignation of a director, the members of the Board may elect a successor to fill the vacancy for the remainder of the term of such director, provided any directors appointed by the Developer will be replaced by the person designated by the Developer.

4.6 Annual Meeting. The annual meeting of the Board of Directors will be held within 10 days after the annual meeting of the Members at such time and place as shall be fixed by the Board of Directors.

4.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as may be determined, from time to time, by a majority of the Directors, but commencing with the Turnover Date, at least 4 regular meetings will be held during each fiscal year with at least one meeting per quarter. The annual meeting will constitute a regular meeting. Notice of regular meetings will be given to each Director, personally or by mail and will be transmitted at least 2 days prior to the meeting.

4.8 Special Meetings. Special meetings of the Directors may be called by the President, and must be called by the President or Secretary at the written request of any 3 Directors. Notice of the meeting will be given personally or by mail, which notice will state the time, place and purpose of the meeting, and will be transmitted not less than 10 days prior to the meeting.

4.9 Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting and that waiver will be deemed equivalent to the due receipt by said Director of notice. Attendance by any Director at a meeting will constitute a waiver of notice of such meeting, except when his attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called.

4.10 Quorum. A quorum at Directors' meetings will consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present will constitute the acts of the Board of Directors, except when approval by a greater number of Directors is specifically required by the Declaration, the Articles or these Bylaws.



4.11 Adjourned Meetings. If any meeting of the Board of Directors cannot be held because a quorum is not present, a majority of the directors who are present at such meeting may adjourn the meeting to a time not less than 5 and no more than 30 days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

4.12 Conduct of Meetings. The President will preside over all meetings of the Board of Directors and the Secretary will keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings.

4.13 Committees. The Board may by resolution create committees and appoint persons to such committees and grant to such committees such powers and responsibilities as the Board may deem advisable.

4.14 Telephone Meetings. Any regular or special meeting of the Board of Directors may be held by telephone conference, at which each participating director can hear and be heard by all other participating directors.

5. Officers. The executive officers of the Association will be a President, Vice-President, Treasurer and Secretary (none of whom other than the President need be Directors), all of whom will be elected by the Board of Directors at its annual meeting and who may be peremptorily removed at any meeting by concurrence of a majority of all of the Directors. A person may hold more than one office, except that the President may not also be the Secretary. No person may sign an instrument or perform an act in the capacity of more than one office. The Board of Directors from time to time may elect such other officers and designate their powers and duties as the Board may deem necessary or appropriate to manage the affairs of the Association. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation will take effect on the date of the receipt of such notice or at a later time specified in the notice, and the acceptance of the resignation will not be necessary to make it effective.



6. Duties of Officers.

6.1 President. The President will be the chief executive officer of the Association. He will have all of the powers and duties that are usually vested in the office of president of a corporation.

6.2 Vice-President. The Vice-President will exercise the powers and perform the duties of the President in the absence or disability of the President. He also will assist the President and exercise such other powers and perform such other duties as are incident to the office of the vice president of a corporation and as may be required by the Directors or the President.

6.3 Secretary. The Secretary will keep the minutes of all proceedings of the Directors and the Members. He will attend to the giving of all notices to the Members and Directors and other notices required by law. He will keep the records of the Association, except those of the Treasurer, and will perform all other duties incident to the office of the secretary of a corporation and as may be required by the Directors or the President.

6.4 Treasurer. The Treasurer will have custody of all property of the Association, including funds, securities and evidences of indebtedness. He will keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, will be made available to the Board of Directors for examination at reasonable times. He will submit a treasurer's report to the Board of Directors at reasonable intervals and will perform all other duties incident to the office of treasurer and as may be required by the Directors or the President. All monies and other valuable effects will be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board of Directors.

7. Compensation. Neither Directors nor officers will receive compensation for their services as such, but this provision will not preclude the Board of Directors from employing a Director or officer as an employee or agent of the Association. Directors and officers will be reimbursed for all actual and proper out of pocket expenses relating to the proper discharge of their respective duties.

8. Parliamentary Rules. Roberts' Rules of Order (latest edition) will govern the conduct of the Association meetings when not in conflict with the Declaration, the Articles or these Bylaws and subject to waiver in the discretion of the presiding officer if he determines that technical compliance with such Rules would interfere with the efficient conduct of a meeting or the will of its attendees.

9. Amendments. Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Bylaws. On and after the Turnover Date, amendments to these Bylaws will require the affirmative vote of Members casting at least 67% of the total votes of the Members. Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed ninety percent (90%) of

the total number of Lots the Developer plans to develop within the Development, any amendment to the Bylaws will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee or such right or privilege.



**CERTIFICATION**

I, the undersigned, do hereby certify:

That I am duly elected and acting Secretary of \_\_\_\_\_  
Homeowners' Association, Inc., a Florida not-for-profit corporation, and

That the foregoing Bylaws constitute the original bylaws of \_\_\_\_\_  
Homeowners' Association, Inc., as duly adopted at a meeting of the Board of Directors thereof  
held on the \_\_\_\_\_ day of \_\_\_\_\_, 2001.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the  
corporate seal this \_\_\_\_\_ day of \_\_\_\_\_, 2001.

(CORPORATE SEAL)

*COPIA*

\_\_\_\_\_  
(Secretary)