

INSTR # 200304358
OR BK 01113 PGS 1556-1558
RECORDED 02/13/2003 09:42:46 A
J. M. OXLEY JR
CLERK OF CIRCUIT COURT
NASSAU COUNTY, FLORIDA
RECORDING FEES 15.00

**AMENDMENT TO THE
BY-LAWS OF
BEACH WOOD VILLAS ASSOCIATION, INC.
A NON PROFIT CORPORATION**

(Rules and regulations moved from Bylaws to separate non-Bylaw document; late fees and fines provided for)

1. Sections 58 through 65, inclusive of the Bylaws of Beach Wood Villas Association, Inc. are repealed in their entirety as follows:

RULES AND REGULATIONS

~~58. Each owner of a Condominium Parcel shall regulate and be responsible for the occupancy and use of his apartment so as not to unreasonably disturb other residents and the general operation of the Condominium Property. No owner shall allow any disturbing noises in the building nor interfere with the rights, comforts or conveniences of other residents. No owner shall permit to be played upon any musical instrument or operate, or suffer to be operated, a phonograph, television, radio or hi-fi stereo equipment in the owners unit so as to disturb and annoy other residents of the building. Owner will use all reasonable effort to minimize noise or noises emanating from his villa.~~

~~59. Mops, cloths, brooms, rugs and vacuum cleaning bags shall not be dusted, shaken or beaten from windows, balconies, terraces, in hallways or on the exterior part of the condominium property. Refuse and garbage (including bottles and cans) shall be tightly wrapped and fastened in paper, plastic or paper bags before depositing in disposal installations provided for such purposes in the service areas. No garments, towels, rugs or similar objects shall be hung from windows, balconies or from any exterior facades of the property.~~

~~60. No owner shall install or permit to be installed wiring for electrical or telephone connections, television or radio antennae, machines or air conditioning units, or similar objects outside of his dwelling or which protrude through the walls or roof of his unit except as authorized by the~~

THIS INSTRUMENT PREPARED BY & RETURN TO:
A. J. TOMASSETTI, ATTORNEY-AT-LAW
P. O. BOX 1443
FERNANDINA BEACH, FLORIDA 32034

~~board of directors. No flower pots, boxes or other appurtenances shall be kept or suspended on windows, balconies, ledges or outside doors.~~

~~61. No signs, advertisements or notices shall be exhibited, inscribed, painted or affixed on any part of the outside or inside of the premises of the building by any owner. No awnings, enclosures, shutters, shielding or other projections shall be attached to the outside walls of the building or balconies or terraces. The exterior appearance of the balconies and terraces may not be altered.~~

~~62. The sidewalks, entrances, passages, stairways, roads, lobby, vestibule, elevators, corridors and other areas of a similar nature shall not be used for any purpose other than ingress and egress to and from the premises. No owner will place or cause to be placed in any such areas any furniture, packages or obstruction of any kind.~~

~~63. No owner shall maintain any pets which cause distress to other members, their tenants and guests through barking, howling, biting, scratching or damaging property.~~

~~64. No owner shall act so to interfere unreasonably with the peace and enjoyment of the residents of other units in the condominium.~~

~~65. The board of directors may from time to time adopt additional rules and regulations for the operation of the condominium and all members shall abide thereby; provided, however, that said rules and regulations shall be equally applicable to all members similarly situated and uniform in their application and effect.~~

and they are replaced in their entirety with the following new provisions:

RULES AND REGULATIONS

58. Subject to applicable law, the Association, acting through its Board of Directors, may enact, modify and repeal reasonable rules and regulations for the use and occupancy of units and of Condominium property; provided, however, that said rules and regulations shall be equally applicable to all members similarly situated and uniform in their application and effect. Each unit owner, each tenant and other invitee, and the Association, shall comply with such rules and regulations.

ADMINISTRATIVE MEASURES

59. Subject to applicable law, the Association, acting through its Board of Directors, may charge an

administrative late fee on late payments of regular or special assessments or installments thereof that are not paid when due; and may levy reasonable fines against a unit for the failure of the owner of the unit, or its occupant, licensee, or invitee, to comply with any provision of the declaration, the association bylaws, or reasonable rules and regulations of the Association.

Sections 60-65: Repealed, February 3, 2002.

Amended this ~~4~~ 3 day of February, 2003 by the affirmative vote of more than 66.667% of the total vote of the membership as required by these Bylaws.

BEACH WOOD VILLAS
ASSOCIATION, INC.

BY: James M. Crowley
James M. Crowley
President

Gail Cope
Witness GAIL COPE


[Signature]
Witness [Signature]

Attest: [Signature]
Robert Iden
Secretary

STATE OF FLORIDA)
COUNTY OF NASSAU)

The foregoing instrument was acknowledged before me this the 10 day of February, 2003, by James M. Crowley, who is personally known to me, or who has produced his drivers license or other type of identification, and being duly sworn and authorized to execute this Amendment for and behalf of the Association so described, has executed the same in accordance with such authority and for the purpose therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10 day of February, 2003.

 Lanita Gail Cope
My Commission DD094890
Expires April 26, 2006

Lanita Gail Cope
Notary Public
My Commission Expires: _____

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Kecns-00

Doc# 200109571
Book: 979
Pages: 413 - 415
Filed & Recorded
04/04/2001 12:06:30 PM
J. M. OXLEY JR
CLERK OF CIRCUIT COURT
NASSAU COUNTY, FLORIDA
RECORDING \$ 13.00
TRUST FUND \$ 2.00

AMENDMENT TO THE
BY-LAWS OF
BEACH WOOD VILLAS ASSOCIATION, INC
A NON PROFIT CORPORATION

The following By-Laws of Beach Wood Villas Association, a non profit corporation, shall be amended as follows:

1. Paragraph 67 of the bylaws is hereby deleted.
2. Paragraph 66 of the bylaws is hereby deleted in its entirety and replaced by the following:

INDEMNIFICATION

66.

a. To the extent permitted by applicable law the Association shall indemnify, hold harmless and agrees to defend any person ("indemnatee") who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines that indemnification should be denied. The termination of any action, suit or proceeding - by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent - shall not, of itself, create a presumption that the person was grossly negligent or that he acted willfully or wantonly in disregard of the interests of the Association, and, with respect to any criminal action or preceding, had reasonable cause to believe that his conduct was unlawful.

b. To the extent that a director, officer or agent of the Association is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer or agent of the Association, the Association hereby agrees to defend and provide counsel to such Indemnatee and shall advance all

THIS INSTRUMENT PREPARED BY & RETURN TO:
A. J. TOMASSETTI, ATTORNEY-AT-LAW
P. O. BOX 1443
FERNANDINA BEACH, FLORIDA 32034

X

attorneys fees and costs at all pretrial, trial and appellate levels. In the event retainers for attorneys' fees and/or costs are necessary to be provided, the Association shall advance such retainers, as well as having full responsibility for payment of attorneys' fees and costs that may be billed or otherwise become due during the pendency of any action, suit or proceeding or in advance of same in the event such action, suit or proceeding is threatened. The Indemnitee shall have the right of reasonable approval of any attorneys proposed to represent said indemnitee. The agreement to defend provided for in this section shall be in addition to and not in lieu of such other rights of reimbursement, indemnification and hold harmless provisions existing under this bylaw, the declaration of condominium, the articles of incorporation, or elsewhere provided by law.

c. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding, as provided hereinabove, by or on behalf of the affected director, officer or agent, unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this paragraph 66 of the bylaws, in which event, the Indemnitee shall reimburse the Association for all attorneys' fees and costs advanced by it on behalf of the Indemnitee.

d. The indemnification provided by this paragraph 66 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other document of the association, vote of members, Florida law, or otherwise, and shall continue as to person who has ceased to be director, officer or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

e. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the Association, or is or was serving at the request of the Association, as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the paragraph 66.

f. Any costs or expenses incurred by the Association in implementing any of the provisions of this paragraph 66 of the bylaws shall be fully assessable against members as common expenses of the Association.

g. Anything to the contrary herein notwithstanding, the provisions of this paragraph 66 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Amended this 29 day of March, 2001.

Sandra L. Sitman
Witness

Jennifer A. Turner
Witness

BEACH WOOD VILLAS
ASSOCIATION, INC.

BY: [Signature]
Robert A. Rives
President

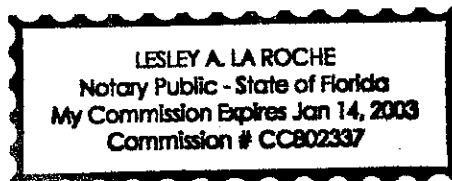
STATE OF FLORIDA)
COUNTY OF NASSAU)

The foregoing instrument was acknowledged before me this the 29th day of March, 2001, by Robert A. Rives, who is personally known to me, or who has produced his drivers license or other type of identification, and being duly sworn and authorized to execute this Amendment for and behalf of the Association so described, has executed the same in accordance with such authority and for the purpose therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of March, 2001.

Lesley A. La Roche
Notary Public
My Commission Expires: 1/14/2003

Lesley A. La Roche
(Typed, Stamped or Printed)



Return to: Scott Steffen
PROPERTY MANAGEMENT SYSTEMS, INC.
P. O. Box 1408
Fernandina Beach, FL 32035-1408

Handwritten initials

APR 18 1994

AMENDMENT TO THE
BY-LAWS OF
BEACH WOOD VILLAS ASSOCIATION, INC.
A NON PROFIT CORPORATION

BK0702PG1053

OFFICIAL RECORDS

The following By-Laws of Beach Wood Villas Association, Inc., a non profit corporation, shall be amended as follows:

"4. Annual meetings of members, commencing with the year 1989 1994 shall be held on at the last-Saturday-in-May Board's discretion for either the first or second Saturday in November in each year if not a legal holiday, then on the next secular day following, at which the members shall transact such business as may properly be brought before the meeting. At the annual meeting the members shall elect by a plurality vote, a board of directors."

BEACH WOOD VILLAS ASSOCIATION, INC.

[Handwritten Signature]
Witness

[Handwritten Signature: Mary C. Powell]
Witness

BY: *[Handwritten Signature: Charles Poland, III]*
Charles Poland, III
President

STATE OF FLORIDA

COUNTY OF NASSAU

Before me the undersigned authority, personally appeared Charles Poland, III, to me personally known, or having provided proof of identification in the form of _____, and being duly sworn and authorized to execute this Amendment for and on behalf of the Association so described, has executed the same in accordance with such authority and for the purpose therein described.

406015

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of April, 1994.

94 APR 18 AM 9:37
[Handwritten Signature]
CLERK OF COURTS
NASSAU COUNTY, FLORIDA

[Handwritten Signature: Mary C. Powell]
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 7, 1994.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

MAR 21 1989

AMENDMENT TO

BY-LAWS OF

BEACH WOOD VILLAS ASSOCIATION, INCORPORATED

A NON PROFIT CORPORATION

BK 0565 PG 1076
OFFICIAL RECORDS

The following By-Laws of Beach Wood Villas Association, Incorporated, a non profit corporation, shall be amended as follows:

"4. Annual meetings of members, commencing with the year 1989 shall be held on the last Saturday in May in each year if not a legal holiday, then on the next secular day following, at which the members shall transact such business as may properly be brought before the meeting. At the annual meeting the members shall elect by a plurality vote, a board of directors."

William D. Chapter
Witness

BEACH WOOD VILLAS ASSOCIATION, INC.

Mary Ellen P. Corble
Witness

By: Terrell J. Powell
Terrell J. Powell, Designated Agent
Property Management Systems, Inc.

STATE OF FLORIDA)
)
COUNTY OF NASSAU)

FILED & RECORDED IN PUBLIC
RECORDS OF NASSAU COUNTY, FL.
RECORD VERIFIED

89 MAR 21 PM 2:36

8903642

Before me the undersigned authority, personally appeared TERRELL J. POWELL, as Designated Agent for Beach Wood Villas Association, Inc. being duly sworn and authorized to execute this Amendment for and on behalf of the Association so described, has executed the same in accordance with such authority and for the purpose therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of March, 1989.

PREPARED BY: Property Mgt. Systems
PROPERTY MANAGEMENT SYSTEMS, INC.
P. O. BOX 1408
FERNANDINA BEACH, FLORIDA 32034
PHONE: 904/261-2700

Mary C. Powell
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. SEPT 17, 1990
BONDED THRU GENERAL INS. UND.

BY-LAWS OF

BEACH WOOD VILLAS ASSOCIATION, INCORPORATED

A NON PROFIT CORPORATION

OFFICES

1. The principal office of the corporation shall be at Amelia Island Plantation, Amelia Island, Nassau County, Florida.

2. For the purpose of service of process the corporation shall designate a resident agent, which designation may be changed from time to time, and his office shall be deemed an office of the corporation, for the purpose of service of process.

MEMBERS' MEETINGS

3. All meetings shall be held at the office of the corporation or at such other place convenient to the members as is designated by the Board of Directors.

4. ~~XXXXXX~~ Annual meetings of members, commencing with the year 1974 shall be held on the ~~XXXXXX~~ ^{AUGUST} last Saturday of ~~December~~ in each year if not a legal holiday, then on the next secular day following, at which the members shall transact such business as may properly be brought before the meeting. At the meeting ~~XXXXXX~~ the members shall elect by a plurality vote, a board of directors.

5. Written notice of the annual meeting shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the corporation, at least ten days prior to the meeting. Such notice shall state the time and place of the meeting.

6. At least ten days before every election of directors, a complete list of the members entitled to vote at said election, arranged numerically by villa units with the residence of each, shall be prepared by the secretary. Such list shall be opened at the place where the election is to be held for said ten days to the examination of any member, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any member who may be present.

7. Special meetings of the members, for any purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the president, or secretary at the request in writing of a majority of the board of directors, or at the request in writing signed by 40% of the members. Such request shall state the purpose or purposes of the proposed meeting.

8. Written notice of a special meeting of members, stating the time, place and object of such meeting and the specific action to be taken thereat, shall be served upon or mailed to each member entitled to vote thereat at such address as appears on the books of the corporation, at least ten days before such meeting.

9. Business transacted at all special meetings shall be confined to the object and actions to be taken as stated in the notice, unless 80% of the votes present at such a meeting in person or by proxy consent to the transacting of business not stated in the notice.

10. Fifty (50%) percent of the total number of members of the corporation, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation or by these by-laws. If, however, such quorum shall not be present, or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

11. When a quorum is present at any meeting, the vote of a majority of the members present in person or represented by proxy shall decide any questions brought before such meeting, unless the question is one upon which by express provision of the statutes, or of the Articles of Incorporation or of these by-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

X See Amendment

12. At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member.
13. Whenever the vote of members at a meeting is required or permitted by any provisions of statutes or of the Articles of Incorporation or of these by-laws to be taken in connection with any corporation action, the meeting and the vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporation action being taken.

DIRECTORS

14. The number of directors which shall constitute the whole board shall be not less than three nor more than five. The initial board of directors and the manner of filling vacancies of the initial board of directors shall be as set forth in Article VIII of the Articles of Incorporation of the corporation and they shall serve as provided for therein until the first meeting of the members be it special or annual or until their respective successors are chosen and shall qualify. Following the initial election of directors the directors shall be elected at the ~~first~~ annual meeting of the members ~~held on the first Sunday of July in each year~~ and each director shall be elected to serve for one year or until a successor shall be elected and shall qualify. Directors must be members or nominees of corporate members, except as otherwise provided for in the Articles of Incorporation.

15. The directors may hold their meetings and keep the books of the corporation at the office of the corporation, or at such other place within Amelia Island Plantation, Nassau County, Florida, as they may from time to time determine.

16. If the office of one or more directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred. Vacancies in the initial board of directors shall be filled as provided for in the Articles of Incorporation.

17. Directors may be removed with or without cause by an affirmative vote of a majority of the members, a successor may then and there be elected by the members to fill the vacancy thus created. Any director whose removal has been proposed to the members shall be given an opportunity to be heard at the meeting.

18. The property and business of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these by-laws or by the foregoing Declaration of Condominium directed or required to be exercised or done by the members. These duties of the board of directors shall include but not be limited to the following:

- a) Compliance with all of the terms and conditions of the Declaration of Condominium and enforcement of same.
- b) Care, upkeep and surveillance of the condominium property and the common elements.
- c) Collection of assessments from the members.
- d) Employment, dismissal and control of personnel necessary for the maintenance and operation of the common elements.
- e) The setting of salaries of all employees and agents of the corporation, except that the salaries for directors for services other than as a director shall be fixed by the members as provided in paragraph 21 hereafter.

EXECUTIVE COMMITTEE

19. The board of directors may, by resolution passed by a majority of the whole board, designate an executive committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, provided the said resolution shall so provide.

20. The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

COMPENSATION OF DIRECTORS

21. Directors, as such, shall not receive any salary for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. The salaries for directors for services other than as such shall be fixed by the members.

MEETINGS OF THE BOARD

22. The first meeting of a newly elected board of directors shall be held immediately following the meeting of the members of the corporation at which the board of directors was elected or within ten (10) days of election. No notice shall be necessary to the newly elected members of the board of directors in order to hold such a meeting providing a majority of the members of the board of directors is present at such meeting.

23. Regular meetings of the board of directors may be held at such time and place as shall be determined from time to time, by a majority of the board. At least two such meetings shall be held during each year and ~~XXXXXX~~ such meetings ~~shall~~ shall be held immediately prior to the ~~year~~-annual meetings of the members of the corporation. Notice of regular meetings shall be given by the Secretary of the corporation, or other designated person, to each director at least ten days prior to the date of such meeting.

24. Special meetings of the board may be called by the president on five days notice to each director, either personally or by mail or by telegram which notice shall state the time, place and purpose of the meeting. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of any and all meetings of the board may be waived by appropriate written waiver.

25. At all meetings of the board a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

NOTICES

26. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these by-laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, depositing the same in a post office or letter box, in a post-paid sealed wrapper, addressed to such director or member at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

27. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation, or of these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance by a director at any meeting of the board shall be a waive of notice by him of the time, place and purpose thereof. If all members of the board are present at a meeting of the board no notice shall be required and any business may be transacted at such meeting.

28. The officers of the corporation shall be chosen by the directors and shall be a president, a vice president, a secretary-treasurer. The board of directors may also choose additional vice presidents, and one or more assistant secretaries, and assistant treasurers.

29. The board of directors at its first meeting after election shall choose a president, and one or more vice presidents, a secretary-treasurer, none of whom, excepting the president, need be a member of the board.

30. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

31. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors. The initial officers shall be as set forth in Article VII of the Articles of Incorporation of the corporation and they shall serve as provided for therein.

THE PRESIDENT

32. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors, shall be ex-officio member of all standing committees, shall have general and active management of the business of the corporation, and shall see that all duties which are usually rested in the office of president of a corporation, including but not limited to the appoint committees from among the members as he may decide are appropriate to assist in the conduct of the affairs of the corporation.

33. He shall execute all documents and contracts requiring a seal, under the seal of the corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

THE VICE PRESIDENTS

34. The vice presidents in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

THE SECRETARY-TREASURER AND ASSISTANTS

35. The secretary-treasurer while acting as secretary shall attend all sessions of the board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of an assistant secretary.

36. Assistant secretaries in order of their seniority shall, in the absence or disability of the secretary-treasurer, perform the duties and exercise the powers of the secretary-treasurer when acting as secretary and shall perform such other duties as the board shall prescribe.

37. The secretary-treasurer while acting as treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

38. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all of his transactions as treasurer and of the financial condition of the corporation.

39. Assistant treasurers in the order of their seniority shall, in the absence or disability of the secretary-treasurer, perform the duties, exercise the powers and assume the obligations of the secretary-treasurer when acting as treasurer and shall perform such other duties as the board of directors shall prescribe.

FIDELITY BONDS

40. If required by the board of directors, any officer or employee of the corporation handling or responsible for corporation funds shall give the corporation a bond, the premium therefor to be paid by the corporation, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all his books, papers, vouchers, money and other property of whatever kind in his possessions or under his control belonging to the corporation.

DIRECTORS' SEMI-ANNUAL STATEMENT

41. The board of directors shall present at each semi-annual meeting, and when called for by the vote of the members at any special meeting of the members, a full and clear statement of the business and condi-

tion of the corporation. The ~~semi~~ annual statements shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice and copies thereof shall be furnished to each of the members.

CHECKS

42. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

43. The corporation shall operate upon the calendar year beginning on the 1st day of January and ending on the 31st day of December of each year. The board of directors is expressly authorized to change from a calendar year basis to that of a fiscal year whenever deemed expedient for the best interests of the corporation.

SEAL

44. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Florida". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

MEMBERSHIP

45. Membership in the corporation shall be limited to owners of condominium parcels in this condominium project. The owners of a condominium parcel shall automatically be and become a member of this corporation. A member shall be entitled to the number of votes allotted to the condominium parcel owned by him as set forth in the Declaration of Condominium. A corporation may own a condominium parcel or parcels and may vote through an authorized officer, or by proxy, as it elects. If a condominium parcel is owned by more than one owner there shall nevertheless be only one membership assigned to said parcel and the vote for said membership shall be cast by the owner or person designated in writing by all of the owners of said condominium parcel.

TRANSFER OF MEMBERSHIP

46. Membership in the corporation may be transferred only as an incident to the transfer of a condominium parcel.

ASSESSMENTS

47. The board of directors shall, from time to time, fix and determine the sum or sums necessary and adequate for the continued ownership, operation and maintenance of the condominium property including its operating expenses, the payment for any items of betterment, and the establishment of appropriate reserve funds as the board shall deem meet and proper. That sum or sums shall include provision for property taxes and assessments of the condominium (until such time as any of such taxes or assessments are made against the condominium parcels individually, and thereafter as to such taxes or assessments, if any, as may be assessed against the condominium as a whole), insurance premiums for fire, windstorm and extended coverage insurance on the condominium real property and improvements thereof (and such personal property of the condominium as are part of its common elements), which may include a deductible provision, premiums for adequate public liability insurance as specified in the Declaration, legal and accounting fees, management fees, operating expenses of the property and this corporation, maintenance, repairs and replacements, (but only as to the common elements except for emergency repairs or replacements deemed necessary to protect the common elements and property chargeable to the individual condominium parcel concerned), charges for utilities and water used in common for the benefit of the condominium, cleaning and janitor service of the common elements, any expenses and liabilities incurred by the corporation in connection with the indemnification of officers and directors provided for herein and in and about the enforcement of its rights or duties against the members or others, and the creation of reasonable contingency or reserve requirements for the protection of the members.

Regular assessments shall be paid by the members on a monthly basis. The standard of assessments for the first year of operation (or pro rata part thereof) shall be as set forth in a projected operating budget of the condominium. Said assessment shall be computed in the manner set forth in the Declaration of

Condominium. When the assessment is fixed by the board of directors it shall be retroactive to the first day of that calendar year and the owners of the condominium parcels will be credited against any accrued monthly assessment charges for that year with the sums they have theretofore paid in that year. Monthly assessment charges once fixed shall continue until changed by the board of directors hereunder and shall be due and payable without notice or demand no later than the fifth (5th) day of each month of the month due. With respect to changed assessments and/or demands for retroactive arrearages, notice in writing must be given to each of the members thereof and payment will be due and payable without further or other notice within ten (10) days of the posting of such a notice as hereinaabove provided for the service of notices.

It is understood between the members and the corporation that an assessment fixed hereunder is based upon the projection and estimate of the board of directors and may be in excess of or less than the sums required to meet the cash requirements of the condominium, in which event, the board of directors by appropriate action taken at a meeting may increase or diminish the amount of said assessment and make such adjustments respecting the reserves as in their discretion is meet and proper, including the assessment of each member of his proportionate share of any deficiency or the distribution to each member of his proportionate share of any excess of sums paid beyond the requirements of the condominium or its reasonable reserves as fixed by the board of Directors.

The aforescribed assessment charges shall not include assessment for utilities separately charged and metered to each unit and consumed therein. Nor shall said assessments include any charges for alterations, repairs, painting or maintenance within the interior of any villa, but only for such alteration, repairs, maintenance, etc., to the common elements of the condominium, (unless, as aforesaid, repairs or replacements which would ordinarily be the obligation of the owner of the condominium parcel must be made for the protection of the common elements of the condominium and same have not been made by the owner of the parcel concerned).

Special assessments, should they be required, shall be levied and paid in the same manner as heretofore provided for regular assessments. Special assessments can be of two kinds: (i) those chargeable to all members (condominium parcel owners) in the same proportions as regular assessments to meet shortage or emergencies and (ii) those assessed against one member alone (requiring unanimous vote of the board) to accomplish repairs or maintenance for which he is responsible within his villa which he has failed to make, which situation impairs the value of, appearance of or endangers the common elements or the condominium, or which are for expenses incident to the abatement of a nuisance within his villa, or which are for expenses incurred in repairing any common elements damaged through the fault of said member.

Common expenses which are to be the subject of said assessment shall be defined from time to time by the board of directors and shall include all items of expense pertaining to the operation and maintenance of the common elements of the condominium, the operation of this corporation and its expenses, and other lawful expenses authorized or described by Chapter 711, Florida Statutes, the foregoing Declaration of Condominium, the charter of this corporation, or its by-laws, as these may from time to time be amended; provided, however, that material alterations or substantial additions to the common elements may be authorized only upon at three-fifth (3/5) vote of the members.

STATUTORY POWERS

48. The corporation shall have the powers, rights and authority, (including the lien rights) set forth and provided in Chapter 711, Florida Statutes, subject to any limitations thereon imposed by its Charter or these by-laws or the Declaration of Condominium as said instruments may be effective from time to time including any amendments thereto.

TRANSFER OF CONDOMINIUM PARCEL

49. A condominium parcel (being the condominium unit and the undivided share in the common elements which is appurtenant to the unit) may be transferred in freehold by deed as provided by law. Such transfer shall automatically confer membership in this corporation unto the transferee. The owner of each condominium parcel shall be free to sell, mortgage, pledge or lease said parcel.

DEFAULT UNDER ASSESSMENTS

50. In the event of a default by a member in the payment of any assessment payable by him, the corporation shall have all rights and remedies provided by law including but not being limited to those provided by Chapter 711.15, Florida Statutes, and the liability of the owner of the condominium parcel shall include liability for a reasonable attorney's fee and for court costs incurred by the corporation incident to the collection of such assessment or enforcement of its lien. If the corporation elects to enforce its lien by foreclosure, the unit owner shall be required to pay a reasonable rental for the condominium parcel pendent lite, to be fixed by the board of directors, and the corporation shall be entitled to the appointment of a receiver to collect same. At any judicial sale held in the proceedings to enforce said lien, the corporation may bid in the condominium parcel there at and acquire and hold, lease, mortgage and convey the same, as the board of directors may determine. Nothing herein contained shall bar a suit to recover a money judgment for unpaid assessments without waiving the lien securing the same.

RESPONSIBILITY FOR REPAIR AND MAINTENANCE OF A VILLA

51. The interior and all parts thereof of a condominium unit shall be kept in a good condition and repair at all times by and at the expense of the owner thereof and shall be maintained in a clean and safe condition and free of nuisance or commission of waste. Each owner of a condominium unit will promptly comply with any requirements of the insurance underwriters of the condominium. Any failure to repair or replace within the walls of the condominium unit as may be required for good and proper and safe maintenance thereof and which endangers, or impairs the value of or appearance of the condominium or any part thereof belonging to another member or its common elements, may be repaired or replaced by the corporation at the expense of the unit owner, to be collected by special assessment as heretofore provided, which assessment may include the cost of the corporation in and about the abatement of any nuisance kept and maintained by the unit owner therein; and a right of entry is granted to the corporation and its agents in and to any unit to inspect same and/or make repairs or replacements thereto as may be required hereunder, whether the unit owner is present or not. A member shall allow other members or their representatives, when so required, to enter his unit for the purpose of performing installations, alterations, or repairs to the utilities, mechanical or electrical services, provided that such requests for entry are made in advance and that such entry is at the time convenient to the member. In case of an emergency such right of entry shall be immediate.

NUISANCE

52. Each member shall be responsible for the use and occupation of his villa in a quiet and orderly fashion so as not to disturb or endanger other members or their families or guests. Any nuisance, public or private, may be abated by the public authority or by court action by the corporation or any aggrieved member.

BOOKS AND RECORDS

53. The corporation shall maintain accounting records according to good accounting practices and said records shall be open to inspection by unit owners at reasonable times. Such records shall include:

- a) The record of all receipts and expenditures.
- b) An account for each unit which shall designate the name and address of the unit owner, the amount of each assessment, the dates and amounts in which the assessment comes due, the amounts paid upon the account and the balance due.
- c) A register for the names of any mortgage holders or lien holders on units who have requested in writing that they be registered and to whom the corporation will give notice of default in case of nonpayment of assessments. No responsibility by the corporation is assumed with respect to said register except that it will give notice of default to any registered mortgagee or lienor therein, if so requested by said mortgagee or lienor.

The secretary-treasurer of this corporation shall act as the transfer agent to record all transfers and/or registrations in the aforescribed books.

AUTHORITY OF UNIT OWNER

54. No unit owner or member, except as an officer of this corporation, shall have any authority to act for the corporation or bind it.

AMENDMENTS OF BY-LAWS OR ARTICLES OF INCORPORATION

55. The by-laws of said corporation and/or the articles of incorporation may be amended, altered, rescinded, or added to by resolution adopted by a two-thirds (2/3) vote of the total number of votes of all members of the corporation. Such vote shall be taken at a duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these by-laws or said articles of incorporation unless prior written notice of said meeting specifying the proposed change has been given to all members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the board of this corporation may propose an amendment to these by-laws or to the articles of incorporation to the board or the membership, as the case may be.

CONSTRUCTION

56. Wherever the masculine singular form of the pronoun is used in these by-laws, it shall be construed to mean masculine or feminine, singular or plural, wherever the context so requires, and shall include and apply to a corporation.

VILLA AND FACILITIES USE

57. The property and facilities of the corporation shall at all times be restricted in use to the housing and related needs of the lawful occupants of the villas and their guests.

RULES AND REGULATIONS

58. Each owner of a Condominium Parcel shall regulate and be responsible for the occupancy and use of his apartment so as not to unreasonably disturb other residents and the general operation of the Condominium Property. No owner shall allow any disturbing noises in the building nor interfere with the rights, comforts or conveniences of other residents. No owner shall permit to be played upon any musical instrument or operate, or suffer to be operated, a phonograph, television, radio or hi-fi stereo equipment in the owner's unit so as to disturb and annoy other residents of the building. Owner will use all reasonable effort to minimize noise or noises emanating from his villa.

59. Mops, cloths, brooms, rugs and vacuum cleaning bags shall not be dusted, shaken or beaten from windows, balconies, terraces, in hallways or on the exterior part of the condominium property. Refuse and garbage (including bottles and cans) shall be tightly wrapped and fastened in paper, plastic or paper bags before depositing in disposal installations provided for such purposes in the service areas. No garments, towels, rugs or similar objects shall be hung from windows, balconies or from any exterior facades of the property.

60. No owner shall install or permit to be installed wiring for electrical or telephone connections, television or radio antennae, machines or air-conditioning units, or similar objects outside of his dwelling or which protrude through the walls or roof of his unit except as authorized by the board of directors. No flower pots, boxes or other appurtenances shall be kept or suspended on windows, balconies, ledges or outside doors.

61. No signs, advertisements or notices shall be exhibited, inscribed, painted or affixed on any part of the outside or inside of the premises of the building by any owner. No awnings, enclosures, shutters, shielding or other projections shall be attached to the outside walls of the building or balconies or terraces. The exterior appearance of the balconies and terraces may not be altered.

62. The sidewalks, entrances, passages, stairways, roads, lobby, vestibule, elevators, corridors and other areas of a similar nature shall not be used for any purpose other than ingress and egress to and from the premises. No owner will place or cause to be placed in any such areas any furniture, packages or obstructions of any kind.

63. No owner shall maintain any pets which cause distress to other members, their tenants and guests through barking, howling, biting, scratching or damaging property.

64. No owner shall act so as to interfere unreasonably with the peace and enjoyment of the residents of other units in the condominium.

65. The board of directors may from time to time adopt additional rules and regulations for the operation of the condominium and all members shall abide thereby; provided, however, that said rules and regulations shall be equally applicable to all members similarly situated and uniform in their application and effect.

OFFICIAL RECORDS
INDEMNIFICATION

171-472

66. The corporation may indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, against the reasonable expenses including attorneys' fees actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to such matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

67. The corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to procure an judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a director or officer of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds to believe that such action was unlawful.

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D. O. GALEY
CLERK CIRCUIT COURT
NASSAU COUNTY, FLA.

