

BYLAWS FOR
Biscayne Point Homeowners Association of Santa Rosa County, Inc.
An Association of the Biscayne Point and Pine Ranch Subdivisions
Santa Rosa County, Florida

Effective March 20th, 2012



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ARTICLE I

DEFINITIONS AND TERMS

Section 1.01. General. Unless a different definition is expressly provided in these Bylaws, capitalized terms shall have the meaning given such terms in the Declaration as amended and/or restated from time to time.

Section 1.02. Articles. “Articles” refers to the Articles of Incorporation.

Section 1.03. Assessment. “Assessment” means a sum or sums of money payable to the Association as authorized in the Declaration or Articles, which if not paid by the Owner of a Lot, can result in a lien against the Lot.

Section 1.04. Association. “Association” shall mean and refer to Biscayne Pointe Homeowners Association of Santa Rosa County, Inc., a Florida corporation not-for-profit, its successors and assigns.

Section 1.05. Common Area. “Common Area” shall mean and refer to any and all real property (together with improvement thereon) owned by the Association for the common use and enjoyment of the Owners. The Common Area to be owned by the Association at the time of conveyance of the first lot by Declarant shall be any areas designated as “Common Areas” or “Private” on the Plats; any and all roads and streets shown on the Plats; any and all retention ponds shown on the Plats; any and all easements indicated on the Plats; and any and all other land areas included in the platted lands, but not designated as a Lot.

Section 1.06. Declaration. “Declaration” means and refers to that certain “Declaration of Covenants, Conditions and Restrictions (CCR) for Biscayne Pointe and Pine Ranch Subdivisions”, which is recorded in Official Record Book 1166, Page 499 (Biscayne Pointe Declaration) and Official Record Book 1213, Page 354 (Pine Ranch Annexation), respectively, as amended and recorded in Book 1268, Page 368 (Amendment 1 to Biscayne Pointe Declaration) of the public records of Santa Rosa County, Florida, and as further amended and/or restated from time to time. In interpreting these Bylaws and the Articles of Incorporation of the Association, words and phrases herein which are defined in the Declaration shall utilize the definitions in the Declaration.

Section 1.07. Lot. “Lot” shall mean and refer to each and all of the lots shown on the Plats of the Subdivision.

Section 1.08. Majority. As used in these Bylaws, a “majority” with regard to action by the Members shall mean the vote of at least fifty percent (50%) plus one (1) vote of the votes entitled to be cast by the Members present at such meeting in person or by proxy.

Section 1.09. Member/Membership. “Membership” shall mean and refer to all Owners of Lots in the development. Every Owner of a Lot shall be a “Member” of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

Section 1.10. Owner. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any lot in the subdivision, including contract sellers pursuant to an unrecorded contract. Owner shall not include those persons or entities having a record interest in a Lot merely as a security for the performance of an obligation. “Owner” and “Member” are synonymous.

Section 1.11. Plat. “Plat” shall mean and refer to the plat recorded in Plat Book E, Page 99 of the public records of Santa Rosa County, Florida. (“Biscayne Pointe”) and the plat recorded in Plat Book F, Page 14 of the public records of Santa Rosa County, Florida. (“Pine Ranch Subdivision”), the annexation of which is recorded in Official Record Book 1213, Page 354 of the public records of Santa Rosa County, Florida.

Section 1.12. President. The officer elected to serve as Chairman of the Board of Directors (“Chair”) also serves as the President of the Homeowners’ Association.

Section 1.13. Proxy. A proxy is a written authorization by which one person authorizes another to vote in his stead. There are two types of proxy; a limited proxy and a general proxy. A General Proxy gives the person holding the proxy the right to vote as the holder sees fit on all issues and motions – the proxy holder has the discretion to cast a vote based on information discussed in the meeting. A Limited Proxy is a signed proxy in which the signer stipulates the way that the holder is to vote on specific issues; the proxy holder must cast the Member’s vote the way the signer designated on the proxy.

Section 1.14. Quorum. A quorum is the minimum number of eligible voters present, in person or by proxy, to include proxies by return mail, required to conduct business. See Article VI for specific quorum requirements.

Section 1.15. Subdivision. “Subdivision” shall mean and refer to Biscayne Pointe and Pine Ranch subdivisions situated in Santa Rosa County, Florida, according to the Plat.

Section 1.16. Voting Rights. “Voting Rights” shall mean Owners shall be entitled to one vote for each Lot owned. In order to vote, Members must be in good standing, all assessments paid, no pending violations to the rules of the subdivision or Architectural Review Committee, and in compliance with Article III, B(3) of the Articles of Incorporation. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such a Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE II

NAME AND LOCATION OF ASSOCIATION

Section 2.01. Name. In accordance with the Articles of Incorporation, the name of the corporation is Biscayne Pointe Homeowners Association of Santa Rosa County, Inc.

Section 2.02. Principle Office. The principal office of the Association shall be located at the law offices of Lynchard and Greene or such places as may be designated by the Board of Directors.

Section 2.03. Meeting Location. Meetings of Members and Directors may be held in such place within the State of Florida, County of Santa Rosa, as may be designated by the Board of Directors.

ARTICLE III

ASSOCIATION PURPOSES AND OWNER OBLIGATIONS

Section 3.01. Establishment of the Association. The Association is organized and shall be operated exclusively as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws.

Section 3.02. Non-Profit Purpose. In accordance with the Articles, this Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its Members, Directors or Officers. Further, no Member, Director, Officer, or person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as a salary or as compensation to, or distributed to or inure to the benefit of any Director; provided, however, (a) reasonable compensation may be paid to any Member while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (b) any Director may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association, subject to prior approval by the Board.

Section 3.03. General Purpose of Association. In accordance with the Articles of Incorporation, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance, and care of that certain real property located in Section 23, Township 2 South, Range 26 West, which property is known as Biscayne Pointe, a subdivision recorded in Plat Book E, Page 99, of the Public Records of Santa Rosa County, as well as any additions thereto or phases thereof (hereinafter the "Subdivisions") as will qualify it as a tax exempt "residential real estate management association" under section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

Section 3.04. Filing of Papers. The Board of Directors shall cause to be filed with all applicable government agencies such certificates, reports and other paperwork as necessary to assure that the Association, to the maximum extent possible, retains its tax-exempt status as a Florida nonprofit corporation operating exclusively as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws.

Section 3.05. Specific Purposes of Association. In accordance with the Articles of Incorporation Article III B., the Association is formed to exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration; encourage the County of Santa Rosa and other appropriate entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the subdivisions and, if found desirable, to provide such maintenance and upkeep directly; encourage the Owners of residential properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent possible, the Declarations and; function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision areas or with the Board of Directors of this Association.

Section 3.06. Association Powers and Duties. The powers and duties of an Association include those set forth in Florida Statute Chapter 720 and, except as expressly limited or restricted, those set forth in the governing documents. The Association may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all Members concerning matters of common interest to the Members, including, but not limited to, the Common Areas; roof or structural components of a building, or other improvements for which the association is responsible; mechanical, electrical, or plumbing elements serving an improvement or building for which the association is responsible; representations of the developer pertaining to any existing or proposed commonly used facility; and protesting ad valorem taxes on commonly used facilities. The Association may defend actions in eminent domain or bring inverse condemnation actions. Before commencing litigation against any party in the name of the association involving amounts in controversy in excess of \$100,000, the Association must obtain the affirmative approval of a majority of the Members at a meeting of the Membership at which a quorum has been attained. This does not limit any statutory or common-law right of any individual Member to bring any action without participation by the Association. A Member does not have authority to act for the Association by virtue of being a Member.

Section 3.07. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words: BISCAYNE POINT/PINE RANCH HOMEOWNERS ASSOCIATION OF SANTA ROSA COUNTY, INC.

Section 3.08. Purpose of the Bylaws. As directed by the Articles, these Bylaws are made, and may be amended, altered, or rescinded, by the Board of Directors of the Association. In accordance with Florida Statute, Chapter 617, under which the Association was incorporated, these Bylaws shall, subject to, and under the provisions of, the Articles of Incorporation of the Association, the Plats, and the Declaration, govern the conduct, management, and affairs of this association and may contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or the Articles.

Section 3.09. Owner/Tenant/User Obligation. In accordance with Florida Statute 720.305, each member and the member's tenants, guests, and invitees, or any other person who might use the facilities of the Common Area in any manner, are subject to the regulations set forth in these Bylaws, and must comply with the governing documents and rules of the Association.

ARTICLE IV

MEMBERSHIP AND VOTING

Section 4.01. Membership. As defined by the Declaration and Articles, the Association shall consist of all Owners of Lots shown on the Plat. Every Owner of a Lot in this Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot. All Owners of lots in the Development shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot. Any person on becoming a record Owner of a fee simple interest in all or any part of a Lot shall automatically become a Member of the Association and shall be subject to these Bylaws and to the Declaration. Neither the holder of a deed of trust or other lien against a Lot securing performance of any obligation nor the beneficiary of any conveyance in trust to secure performance of an obligation shall be an Owner or Member by virtue only of such interest in a Lot. Membership shall terminate without any formal Association action whenever such person ceases to own all or any part of a Lot. Such termination shall not relieve or release any such former owner from any liability or obligation incurred as a Member. No certificates of stock shall be issued by the Association. In accordance with Florida Statute 702.303 (1), a member does not have authority to act for the Association by virtue of being a member.

Section 4.02. Proxy Voting. In accordance with Florida Statute 720.306 (8), Members may vote in person or by proxy at all meetings. Members shall file all proxies, in writing, with the Secretary. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place (General Proxy). All abstentions, either by not attending in person or by not submitting a proxy, shall be deemed to go with the majority of the votes. This will assure the affairs of the Association will be conducted in an efficient and orderly fashion.

Section 4.03. Voting by Mail. Members may elect to vote by return mail. It is incumbent on the Member to ensure that the proxy is mailed in sufficient time to be received and counted at the meeting for which the proxy is submitted. The Board will not be liable for proxies that are lost or late, therefore the Member should consider sending the proxy via registered mail.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. Authority of Directors. The Board of Directors is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law.

Section 5.02. Indemnification. Every member of the Board of Directors, Officer or employee of the Association may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, Officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, or employee of the Association, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, Officer or employee is entitled.

Section 5.03. Number and Qualification. In accordance with the Articles, the powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of nine (9) directors. Directors and Officers must be members of the Association in good standing, all assessments paid, and no pending violations to the rules of the Subdivision or Architectural Review Committee. Directors may attend all duly called and noticed meetings of the Board in person, or by telephone if a speaker telephone is available at the meeting location. In accordance with Florida Statute 720.3053, if the Association fails to fill vacancies on the Board sufficient to constitute a quorum, any Member may give notice of the Member's intent to apply to the circuit court for the appointment of a receiver to manage the affairs of the Association in a manner prescribed in that statute.

Section 5.04. Election of Directors. In accordance with the Articles of Incorporation, all Directors shall be elected for terms of three (3) years, with three (3) Directors elected at each annual General Membership Meeting, in order to provide continuity to the Board. Each Director shall serve for his respective term of office and subsequently until his successor is duly elected and qualified unless he is removed in the manner elsewhere provided. At the Annual Meeting of the Association Membership, a Tally Committee shall be formed consisting of three (3) members in good standing of the Association who shall conduct the counting of the ballots. Members will nominate candidates for the Board from the floor. Nominees must be members of the Association in good standing, all assessments paid, and no pending violations to the rules of the subdivision or Architectural Review Committee. All members shall be eligible to serve on the Board of Directors and a member may nominate himself or herself as a candidate for the Board. The Members present at the meeting shall vote on the candidates via written ballot identified by lot number. Voting by proxy shall be accomplished in accordance with Section 4.02. The votes shall be tallied by the Tally Committee and the candidates receiving the largest number of votes shall be elected to fill the seats of the expiring Board Members. Tie votes will be decided by flip

of a coin. Outgoing Officers and Directors shall pass books, records, files and other documents of the Association to incoming Officers and Directors within fifteen (15) days of the election.

Section 5.05. Powers and Duties. Florida Statute 720.303 (1) specifies that the Officers and Directors of the Association have a fiduciary relationship, a legal or ethical relationship of confidence or trust regarding the management of money or property between two or more parties, to the Members who are served by the Association. The members of the Board of Directors shall act in such capacity and shall manage the affairs of the Association until their successors are elected and qualified unless removed in the manner elsewhere provided. The Board of Directors shall have the powers and duties necessary for the operation and maintenance of the Common Area and the administration of the other responsibilities and affairs of the Association, including, without limitation, the powers and duties set forth in the Declaration. Specifically, the Board of Directors shall have the power to:

- (a) Implement the rules and regulations governing the use of the Common Areas and facilities, and regulating the personal conduct of the members, their family, guests, tenants, agents, and contractors in the use of the Common Areas, and to establish, if appropriate, penalties for infraction thereof. The Association Membership shall ratify, two-thirds (2/3) majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained, the rules and regulations during a meeting called for that purpose or during the annual meeting.
- (b) In accordance with Florida Statute 720.305, as amended from time to time, and Article VI, Section 1 of the Declaration, suspend the right of an Owner to use and enjoy any recreational facilities situated upon the Common Areas and/or assess a fine, not to exceed \$100 per violation per day nor to exceed \$1000 in the aggregate for failure to comply with the governing documents and rules of the Association;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by these Bylaws, the Articles, or the Declaration, and which are not reserved to the Members by other provisions of these Bylaws, the Articles, or the Declaration;
- (d) Employ a manager, an independent contractor, or such other employees, within the approved budget guidelines, as they may deem necessary, and to prescribe their duties;
- (e) To execute suits for the Association and/or to seek legal remedies to recover attorney fees associated with unsuccessful suits brought against the Association.
- (f) To bring any over and above expenditure, non-ordinary fees or encumbrances over \$1000.00 to the Members of the Association, to be ratified by a two-thirds (2/3) majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained before commitment of funding, with the exception of emergency funding covered by Florida Statutes.

The Board of Directors shall have the duty to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the Owners;
- (b) Oversee all officers, agents and employees of this Association, and ensure that their duties are properly performed;

- (c) As more fully provided in the Declaration, to:
- (1) Propose the amount of any assessment against each Lot and its due date;
 - (2) Mail written notice of each special assessment to every Owner subject thereto at least thirty (30) days in advance of its due date; and
 - (3) Foreclose the lien against any property for which assessments are not paid within sixty (60) days after the due date and/or to bring an action at law against the Owner personally obligated to pay same.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any member, a sealed certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If the certificate states an assessment has been paid, such certificate shall be evidence of such payment.
- (e) Procure and maintain liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities, all independent contractors, or other such employees, to be bonded as it may deem appropriate;
- (g) Cause the Common Areas to be improved and maintained in accordance with budget guidelines;
- (h) Coordinate and cooperate with the Architectural Review Committee (or the Architectural Review Representative), as constituted in the Declaration, matters pertaining to architectural control within the Subdivision;
- (i) Establish committees as the affairs of the Association may require, each of which shall function for such period, have such authority, and perform such duties as the Board of Directors may, from time to time determine;
- (j) Develop and oversee a long and short term fiscal plan for approval by the Association Members and inclusion in the Association budget;
- (k) Make every reasonable effort to inform the Membership and Renters of events in the Association.
- (l) Maintain the official records of the Association and keep such records open for inspection as required by Section 720.303, Florida Statutes, as amended from time to time.

Section 5.06. Reimbursement. No Director shall receive compensation for any service rendered to the Association as a Director or Officer. However, any Director may be reimbursed for actual itemized expenses incurred in the performance of duties as a Director and in accordance with Budget guidelines. Directors shall not accept monetary gifts and/or gratuities from Members, Contractors, Builders or their Agents. If any Directors serve the organization in any other capacity, such as staff, they will be allowed to receive compensation therefore.

Section 5.07. Removal. Any infraction of the Association's Bylaws, Declaration, or Articles, or failure to take corrective action directed by the Architectural Review Committee shall constitute cause for removal. The absence of a Board Member to three (3) consecutive meetings of the Board, without valid excuse, would constitute abandonment and automatic removal from the Board. The sale or transfer of a Board Member's property automatically terminates the rights of membership to the Association and thus to the Board. In accordance with Florida Statute 720.303 (10), as amended from time to time, any Director or Officer may be removed from office, with or without cause, by a majority vote of the Members of the Association. Such action

may be by an agreement in writing or by written ballot without a membership meeting, or by a vote taken at a meeting. A special meeting of the members to recall a Director or Directors of the Board may be called by ten (10) percent of the Membership giving notice of the meeting as required for a meeting of Members, and the notice shall state the purpose of the meeting. Electronic transmission may not be used as a method of giving notice of a meeting called in whole or in part for this purpose. In either case, the Board shall duly notice and hold a Board meeting within 5 full business days after either receipt of the agreement or the adjournment of the member meeting to recall one or more Directors. At the meeting, the board shall certify the recall, in which case such member or members shall be recalled effective immediately and shall turn over to the board within 5 full business days any and all records and property of the association in their possession.) If the Board determines not to certify the written agreement or written ballots to recall a Director or Directors of the Board or does not certify the recall by a vote at a meeting, the Board shall, within 5 full business days after the meeting, file with the department a petition for binding arbitration pursuant to the applicable procedures in Florida Statutes 718.112(2)(j) and 718.1255 and the rules adopted thereunder. If the Board fails to duly notice and hold a Board meeting within 5 full business days after service of an agreement in writing or within 5 full business days after the adjournment of the Member recall meeting, the recall shall be deemed effective and the Board Directors so recalled shall immediately turn over to the board all records and property of the association. Any vacancy that occurs on the Board as a result of a recall may be filled by the affirmative vote of a majority of the remaining Directors in accordance with Section 5.10. If a majority or more of the Board Directors are removed, the vacancies shall be filled by Members voting in favor of the recall; if removal is at a meeting, any vacancies shall be filled by the Members at the meeting. If the recall occurred by agreement in writing or by written ballot, Members may vote for replacement Directors in the same instrument. The minutes of the Board meeting at which the Board decides whether to certify the recall are an official Association record. The minutes must record the date and time of the meeting, the decision of the Board, and the vote count taken on each Board member subject to the recall. In addition, when the Board decides not to certify the recall, as to each vote rejected, the minutes must identify the Lot number and the specific reason for each such rejection.

Section 5.08. Resignation. Any Director or Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.09. Service After Resignation or Removal. Any Board member who is removed from a position cannot serve in any capacity on the Board for the remainder of their original term. Any Board member who voluntarily surrenders from a position cannot serve in any capacity on the Board for the remainder of their original term unless approved by a unanimous vote of the Board.

Section 5.10. Vacancies. In accordance with the Articles, the Chairman shall recommend and the Board shall approve an Association Member to fill any vacancies which occur in the membership of the Board of Directors between annual General Membership Meetings. The interim successor shall serve until the next General Membership Meeting where a replacement Director will be elected to serve the remainder of the original Director's term. In the event of a

vacancy in the office of President, the Vice President becomes President. In the event the death, resignation, or removal of an Officer, the Board will elect a replacement from among its ranks in the manner prescribed in Section 5.04. and replace the Board vacancy as prescribed above.

Section 5.11. Board Meetings. The Board of Directors shall meet no less than four (4) times during each calendar year at dates, times and places to be determined, but may meet more often as directed by the Chairman. In accordance with Florida Statute 720.303 (2), as amended from time to time, a meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board must be open to all members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. This shall also apply to the meetings of the Architectural Review Committee. Members have the right to attend all meetings of the Board and to speak on any matter placed on the agenda by petition of the voting interests for at least 3 minutes. The Board may adopt written reasonable rules expanding the right of members to speak and governing the frequency, duration, and other manner of member statements, which rules must be consistent with Florida Statute 720.303 (2) and may include a sign-up sheet for members wishing to speak. Notwithstanding any other law (e.g. Florida's Sunshine Law), the requirement that Board meetings and committee meetings be open to the members is inapplicable to meetings between the Board or a committee and the Association's attorney, with respect to meetings of the Board held for the purpose of discussing personnel matters.

Section 5.12. Notice of Board Meetings. In accordance with Florida Statute 720.303 (2)(c) 1., as amended from time to time, notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. For this Association, the front entrance sign is deemed to satisfy this requirement. Alternately, at the discretion of the Board, the requirement for notice of Board meetings may be met by publication of notice (e.g. by Association newsletter) or the provision of a schedule of Board meetings. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed or delivered to the members and parcel owners and posted conspicuously on the property not less than 14 days before the meeting. Notice may be given by electronic transmission (electronic mail) for meetings of the Board of Directors, committee meetings requiring notice, and annual and special meetings of the members provided the member has consented in writing to receiving notice by electronic transmission.

Section 5.13. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or three (3) members of the Board. Special meetings require prior approval by the Chairman and not less than three (3) days notice to each Director unless notice is waived by the all Directors. In accordance with Florida Statute 720.303 (2)(d), as amended from time to time, if 20 percent of the total voting interests petition the Board to address an item of business, the Board shall at its next regular board meeting or at a special meeting of the Board, but not later than 60 days after the receipt of the petition, take the petitioned item up on an agenda. The Board shall give all members notice of the meeting at which the petitioned item shall be addressed in accordance with the 14-day notice requirement pursuant to Florida Statute 720.303 (c) 2. Each Member shall have the right to speak for at least 3 minutes on each matter

placed on the agenda by petition, provided that the Member signs the sign-up sheet, if one is provided, or submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

Section 5.14. Quorum. Four (4) Directors, of which two (2) must be Officers, shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 5.15. Voting. In accordance with Florida Statute 720.303 (2)(c) 3, as amended from time to time, Directors may not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers. This also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a Member.

Section 5.16. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

ARTICLE VI

OFFICERS

Section 6.01. Enumeration of Officers. In accordance with the Articles, the Officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also, from time to time, elect one or more vice presidents of the Association. The Board of Directors may, in its sole discretion, elect to combine any two or more offices such that one person shall hold the combined offices, except that the offices of President and Secretary may not be combined, and the office of President and Treasurer may not be combined.

Section 6.02. Election of Officers. The Officers of the Association shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors following the General Membership Meeting at which the Board was elected.

Section 6.03. Term and Limitation of Service. Officers shall hold office at the pleasure of the Board of Directors, but for a term not to exceed the three (3) years for which they were elected by the membership to serve on the Board of Directors. Each Officer shall serve until their

successor is duly elected and qualified or until he/she is removed in the manner elsewhere provided. Outgoing Officers and Directors shall pass books, records, files and other documents of the Association to incoming Officers and Directors within fifteen (15) days of the election. Officers may be reelected by the Board only if they are first reelected as board members by the Membership.

Section 6.04. Removal. Any Officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. Such removal does not affect his or her status as a member of the Board of Directors, unless he or she is subsequently removed from the Board as provided for in Section 5.07 of these Bylaws. Any infraction of the Association's Bylaws, Declaration, or Articles, or failure to take corrective action directed by the Architectural Review Committee shall constitute cause. The absence of an Officer to three (3) consecutive meetings of the Board, without valid excuse, will constitute abandonment and automatic removal from the Board. The sale or transfer of a Board Member's property automatically terminates the rights of membership to the Association and thus to the Board and the Office.

Section 6.05. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Resignation from an Office does not affect his or her status as a member of the Board of Directors unless he or she also resigns from the Board.

Section 6.06. Service After Resignation or Removal. Any Officer who is removed from office cannot serve in any office for the remainder of his original term. An Officer who voluntarily surrenders his office, but does not resign from the Board, may serve in an office at the discretion of the Board.

Section 6.07. Compensation. No Officer shall receive compensation for any service he may render to the Association as a Director or Officer. However, any Officer may be reimbursed for his actual itemized expenses incurred in the performance of his duties as a Director and in accordance with budget guidelines. Officers shall not accept monetary gifts and/or gratuities from Members, contractors, builders or their agents.

Section 6.08. President and Chairman of the Board. The President is the chief executive officer of the Association and serves as Chairman of the Board of Directors. As President, he or she has all the general powers and duties which are usually vested in the office of President of an association. Such duties include, but are not limited to, representing the Association at all meetings between the Association and other entities; presiding over all meetings of the Association; managing the agenda for such meetings; ensuring that rules of order are observed; counter-signing all leases, mortgages, deeds, and checks of the Association, as well as other written instruments not otherwise provided for in these Bylaws or by Florida Statute; and appointing committees from among the Members to assist in the administration of the affairs of the Association. As Chairman of the Board, he or she presides over all meetings of the Board of Directors, manages the agenda for such meetings; ensures that rules of order are observed,

ensures that orders and resolutions of the Board are carried out, and signs minutes of meetings once approved by the Board of Directors.

Section 6.09. Vice-President(s). The Vice President shall serve as a member of the Board of Directors. In the absence of, or at the request of, the president or the vacancy of the Presidential Office, the Vice-President shall serve as, and is authorized to perform all the duties of, the President.

Section 6.10. Secretary. The Secretary shall serve as a member of the Board of Directors. The Secretary shall record all votes and keep accurate, detailed minutes of all meetings of the Board of Directors and of all meetings of the Association. The Secretary shall present the minutes to the Board of Directors for approval and, once approved by the Board and signed by the President, shall attest to their accuracy by counter-signing them. The Secretary shall keep the Corporate Seal of the Association and affix it to all papers requiring said Seal, serve notice of meetings of the Association, compile and maintain current records of the Members of the Association and their last known addresses, maintain current and accurate copies of all organizational documents of the Association, and make minutes and organizational documents available to the Association Members.

Section 6.11. Treasurer. The Treasurer shall serve as a member of the Board of Directors. The Treasurer shall collect and manage all monies of the Association, depositing or investing same as directed by the Board within five (5) business days of receipt. The Treasurer shall disburse monies in the ordinary course of business and within limits established by the Membership-approved budget as well as those monies directed by resolution of the Board. The Treasurer shall co-sign along with the President (or Vice President in the absence of the President) all checks of the Association, all leases, mortgages, deeds, and other written instruments not otherwise provided for in these Bylaws or by Florida Statute; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting; deliver a copy of the annual budget and statement of income and expenditures to each of the Members; keep proper books of account; cause an annual statement of the Association's books to be made at the completion of each fiscal year by an associational committee; and, if major discrepancies are discovered, make the associational books available for audit by a public accountant.

Section 6.12. Assistant Officers. The Board may appoint such assistant secretaries and treasurers as the Board determines to be in the best interest of the Association to carry on routine and day-to-day operations of the Association as authorized by the Board.

Section 6.13. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Association only with inclusion in, and approval of, the annual budget by a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum (30% of the Membership) has been attained at either an annual membership meeting or a special meeting. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VII

COMMITTEES

Section 7.01. Architectural Review Committee (ARC). The Architectural Review Committee shall be chaired by a member of the Board and consist of a minimum of two (2) and no more than four (4) Members in good standing who shall be appointed by the Board from among volunteers at the annual meeting or, if the ARC falls below the minimum required membership between Annual Meetings, from among volunteers directly requested by the Board. Boardmembers are *ex officio* members of the ARC. The ARC shall perform the functions and have the authorities as enumerated in the Declaration, as amended. If a member of the Architectural Review Committee resigns, moves out of the Subdivision, or becomes unable to serve for any reason, the ARC Chair may appoint a successor member to the ARC pending the approval of the entire Board of Directors. Neither the Architectural Review Committee nor the Architectural Review Representative, if any, shall receive any compensation for services rendered and performed hereunder; provided, however, that the Architectural Review Committee shall have the right to charge a modest fee (not to exceed Two Hundred and Thirty-Five Dollars (\$235.00) in 2011, increased by ten percent (10%) per year, compounded, thereafter) for review of plans submitted in accordance with this Article, such fee reasonably calculated to reimburse the Architectural Review Committee only for its actual out-of-pocket expenses (including employment of any professional advisors).

Section 7.02. Other Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish advisory committees and committees for the purpose of administering or managing the Common Areas or routine or special projects of the Association. Such committees shall be chaired by a member of the Board and consist of at least two (2) Members in good standing selected from among volunteers. The size, duration, and responsibilities of such boards and committees shall be established by the Board of Directors, and the Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, or activities of the Association. Boardmembers are *ex officio* members of all committees.

ARTICLE VIII

MEETINGS

Section 8.01. Parliamentary Rules. Robert's Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Articles, these Bylaws, or the statutes of the State of Florida.

Section 8.02. Annual Meetings. In accordance with the Articles, the annual meeting of members shall be held in November of each year at a date, time and place to be determined by the Board of Directors.

Section 8.03. Special Meetings. Special Meetings of the Members may be called at any time by the President, by a Majority of sitting Board of Directors (50% + 1 or more of the directors

excluding vacancies) or, in accordance with Florida Statute 720.306 (3), upon written request of ten percent (10%) of the entire Membership entitled to vote. The business conducted at a Special Meeting of the Members is limited to the purpose or purposes described in the notice for the meeting.

Section 8.04. Notice of Meetings. In accordance with Florida Statute 720.306 (5), as amended from time to time, and the Declarations, the Association shall give all Members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted (for those Members who have opted-in to electronic notification) to the members not less than 15 days nor more than 30 days prior to the meeting. Notices shall be addressed to the Member's address last appearing on the books of the Association, in the public records of Santa Rosa County, Florida, or supplied by such Member to the Association for the purpose of such notice as of 90 days prior to date of mailing such notice. Evidence of compliance with this 15-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the association. Notices shall specify the place, day, hour, the purpose or purposes and proposed agenda of the meeting. Written notices for meetings to consider special assessments, which do not fall under normal budget expenses, or increase in the annual assessments, shall include amount of assessment and due date.

Section 8.05. Proxies. At all meetings of Members, each Member may vote in person or by proxy as provided in Florida Statutes, as amended from time to time. Proxies may be submitted by return mail. Members attending meetings who intend to vote others Members' proxies shall file such proxies, in writing, with the Secretary. Proxies shall only be valid for a specific meeting. The members voting by proxy shall fill out their ballots with their choices and will also name the person who shall submit their vote during the meeting. All abstentions, either by not attending in person or by not submitting a written proxy, shall be deemed to go with the majority of the votes. This will assure the affairs of the subdivision will be conducted in an efficient and orderly fashion.

Section 8.06. Quorum for Routine Business. In accordance with Florida Statute 720.306 (1), as amended from time to time, the percentage of voting interests required to constitute a quorum at a meeting of the Members shall be 30 percent of the total voting interests. Decisions that require a vote of the Members must be made by the concurrence of at least a majority (50 percent + 1) of the voting interests present at a meeting at which a quorum has been attained. Presence includes those Members present in person or by proxy, to include proxies delivered by return mail. Notwithstanding anything else to the contrary in these Bylaws, the Members present at any annual or special meeting for which proper notice has been provided as required by these Bylaws shall constitute a quorum for the purpose of electing Director(s) and /or approving the minutes of a prior meeting.

Section 8.07. Quorum for Change of Assessments or Governing Documents. In accordance with Florida Statute 720.306 (1), as amended from time to time, the percentage of voting interests required to constitute a quorum at a meeting of the Members shall be 30 percent of the total voting interests. In accordance with the Declaration, changes of assessments (increase or decrease), special assessments, and changes to the Declarations require the affirmative vote of 2/3 of the voting interests present, in person or by proxy, at a meeting duly called for this

purpose and at which a quorum (30% of the membership) has been attained. Presence includes those Members present in person or by proxy, to include proxies delivered by return mail. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 8.08. Adjourned Meeting. In accordance with Florida Statute 720.306 (7), as amended from time to time, adjournment of an annual or special meeting to a different date, time, or place must be announced at that meeting before an adjournment is taken, or notice must be given of the new date, time, or place In accordance with Section 8.04 above. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting.

Section 8.09. Order of Business. The normal order of business at meetings of the Members shall be as follows:

- (a.) Roll call and certification of proxies.
- (b.) Proof of notice of meeting or waiver of notice.
- (c.) Reading of minutes of preceding meeting.
- (d.) Reports of officers.
- (e.) Reports of committees.
- (f.) Election of Directors, if applicable.
- (g.) Unfinished business.
- (h.) New business.
- (i.) Adjournment.

Section 8.10. Right to Speak. In accordance with Florida Statute 720.306 (6), as amended from time to time, Members have the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. A Member has the right to speak for at least 3 minutes on any item, provided that the Member submits a written request to speak prior to the meeting. The association may adopt written reasonable rules governing the frequency, duration, and other manner of Member statements.

ARTICLE IX

FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year. The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.

Section 9.02. Assessment. As more fully provided in Article V of the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Lot. Such account shall designate the name and address of the Owner, the amount of each assessment against the Owner, the dates and amounts in which assessments come due, the amounts paid upon the account, and the balance due upon assessments.

Section 9.03. Delinquent Assessments. Any assessments that are not paid when due shall be delinquent.

Section 9.04. Remedies. See Article V, Section 8 of the Declaration for specifics on “Effect of Nonpayment of Assessments: Remedies of the Association”.

Section 9.05. Biscayne Circle Drive Assessments. In accordance with Article V, Section 11 of the Declaration, the obligation to maintain Biscayne Circle Drive shall not be that of the Association, but that of the Block I Lot Owners. In this regard, the Block I Lot owners may levy a special assessment for such uses and purposes in the same manner (and each Block I Lot Owner and Lot in Block I shall be subject to the same liens, obligations, liabilities, responsibilities) as provided for in these Bylaws as if Block I Lot Owners constituted a separate association and Biscayne Circle Drive constituted their own common area.

Section 9.06. Budget. In accordance with Florida Statute 720.303 (6), as amended from time to time, the Association will prepare an annual budget that sets out the annual operating expenses. The Association will comply with the statutory requirement to provide each Member with a copy of the annual budget by including a copy of the proposed budget in the announcement of the annual General Membership Meeting and mailing the approved budget along with the annual assessment. Delivery of a copy of any budget or amended budget to each Member shall not affect the liability of any Member for any such assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto. In addition to the estimated surplus or deficit as of the end of the current year, the budget will include estimates of the cost of performing the functions of the Association including, but not limited to:

- (a) **Common expense budget**, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance and operation of Association property, recreational areas, landscaping, streets and walkways, office expenses, utility services, insurance, administration and reserves (operating and replacement);
- (b) **Reserve account**, which accounts for capital expenditures and deferred maintenance for which the Association is responsible (e.g. a fund to maintain/replace the Association’s roads, such reserves to be determined, maintained, and waived in the manner provided in Florida Statute 720.303 (6), as amended from time to time;
- (c) **Proposed assessment** against each member;
- (d) **Financial Report**, per Section 9.13.

Section 9.07. Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Association, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Association, checks, drafts, and other orders of the Association

may be endorsed, assigned, and delivered on behalf of the Association by any Officer or agent of the Association.

Section 9.08. Withdrawals. Withdrawal of Association monies from such general or special accounts in such banks, trust companies, or other depositories as Association monies have been deposited, shall be made only by check signed by such persons as are authorized by the Directors.

Section 9.09. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 9.10. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 9.11. Audits. An audit of the accounts of the Association shall be made as required and ordered by the Board of Directors.

Section 9.12. Bonding. Fidelity bonds shall be required by the Board of Directors from all Officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premium on such bonds shall be paid by the Association.

Section 9.13. Financial Reporting. In accordance with Florida Statute 720.303 (7) (b), as amended from time to time, the Association is only required to prepare a report of cash receipts and expenditures. Such report will be will include the amount of receipts by accounts and receipt classifications and the amount of expenses by accounts and expense classifications, including, but not limited to, the following, as applicable: costs for security, professional, and management fees and expenses; taxes; costs for recreation facilities; expenses for refuse collection and utility services; expenses for lawn care; costs for building maintenance and repair; insurance costs; administration and salary expenses; and reserves. The financial report will be submitted with the annual budget (see Section 9.06). In accordance with Florida Statute 720.303 (7) (c), as amended from time to time, if twenty (20) percent of the parcel owners petition the board for a level of financial reporting higher than that required by this section, the Association shall duly notice and hold a meeting of Members within thirty (30) days of receipt of the petition for the purpose of voting on raising the level of reporting for that fiscal year.

ARTICLE X

BOOKS AND RECORDS

Section 10.01. Books and Records to be Kept. Correct books of account of the activities and transactions of the Corporation shall be kept at the home of the Secretary of the Association. In accordance with Florida Statute 720.303 (3), as amended from time to time, these shall include:

- A copy of the Declaration of Covenants, Conditions and Restrictions and each amendment or, alternately, a copy of the restated Declaration
- A copy of the Articles of Incorporation and each amendment or, alternately, a copy of the restated Articles
- A copy of these Bylaws and each amendment or, alternately, a copy of the restated Bylaws
- A copy of the current rules of the Association, if created
- Copies of any plans, specifications, permits, and warranties related to improvements constructed on the common areas or other property that the Association is obligated to maintain, repair, or replace
- All of the Association's insurance policies or copies thereof, which policies must be retained for at least seven (7) years.
- A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility. Bids received by the association for work to be performed must also be considered official records and must be kept for a period of one (1) year.
- A current roster of all Members and their mailing addresses and Lot identifications. The Association shall also maintain the electronic mailing addresses and the numbers designated by members for receiving notice sent by electronic transmission of those members consenting to receive notice by electronic transmission. The electronic mailing addresses and numbers provided by unit owners to receive notice by electronic transmission shall be removed from association records when consent to receive notice by electronic transmission is revoked. However, the association is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic transmission of notices.
- Minutes of all meetings of the Members of the Association and of the Board of Directors in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a Board Meeting must be recorded in the minutes. All minutes must be retained for at least seven (7) years
- The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. Financial records will include: Accurate, itemized, and detailed records of all receipts and expenditures; a current account and periodic statement of the account for each Member, designating the name and current address of each Member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due; all tax returns, financial statements, and financial

reports of the Association; and any other records that identify, measure, record, or communicate financial information regarding the Association

- A copy of the disclosure summary described in Florida Statute 720.401(1)
- All other written records of the Association not specifically included in the foregoing which are related to the operation of the association

Section 10.02. Availability of Books and Records to Membership. In accordance with Florida Statute 720.303 (5), as amended from time to time, the official records of the Association shall be maintained within the state and must be open to inspection and available for photocopying by Members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access. Such records do not include: Any record protected by the lawyer-client privilege; information obtained by the Association in connection with the approval of the lease, sale, or other transfer of a parcel; disciplinary, health, insurance, and personnel records of any Association employees; or medical records of Owners or community residents. Failure to provide access to the records within 10 business days after receipt of a written request creates a rebuttable presumption that the Association willfully failed to comply with Florida Statute 720.303 and any Member who is denied access to official records is entitled to the actual damages or minimum damages for the Association's willful failure to comply, the minimum damages for which are to be \$50 per calendar day up to 10 days, the calculation to begin on the 11th business day after receipt of the written request. The Association or its authorized agent is not required to provide a prospective purchaser or lienholder with information about the residential subdivision or the Association other than information or documents required by Florida Statute Chapter 720. The Association or its authorized agent may charge a reasonable fee to the prospective purchaser or lienholder or the current Owner or Member for providing good faith responses to requests for information by or on behalf of a prospective purchaser or lienholder, other than that required by law, if the fee does not exceed \$150 plus the reasonable cost of photocopying and any attorney's fees incurred by the Association in connection with the response.

Section 10.03. Liability. Neither the Association, the Architectural Review Committee, the Architectural Representative, nor the Directors or Officers shall, in any way or manner, be held liable to any Owner or any other person or entity for failure to enforce the conditions, restrictions and Covenants, Articles of Incorporation, or these By Laws or any violation of the Conditions, Restrictions and Covenants set forth in the above mentioned documents by any Owner other than itself.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.01. Proportionate Ownership of Lots. If any Lot is owned in fractional ownership, all of the Owners must designate one of their number on the Association's books to be the owner of record, and his vote shall be the vote of the Lot. Each fractional Lot owner will be jointly and severally liable for the assessment. All Lots shall be presumed to have the same square footage for voting rights. Duties and privileges other than voting rights will be extended to each Owner, regardless of whether there is a fractional ownership of the lot.

Section 11.02. Rules and Regulations for Use of Association Lands. In accordance with Florida Statute 720.304 (1), as amended from time to time, the use of Association land by the Owner of all Lots, and all other parties authorized to use the same, shall be at all times subject to such reasonable rules and regulations as may be prescribed and established governing such use, or which may be hereafter prescribed and established by the Association. Rules and regulations governing the use of Association land may be promulgated by the Board of Directors of the Association from time to time.

Section 11.03. Premises to be Used for Lawful Purposes Only. No immoral, improper, offensive or unlawful use shall be made of any lot or of the Association land, nor of any part thereof, and all laws zoning ordinances and regulations of all governmental authorities having jurisdiction of the subdivision shall be observed. No Owner of any Lot shall permit or suffer anything to be done or kept on his Lot or on the Association land, which will increase the rate of insurance of the Association or which will obstruct or interfere with the rights of other Lot Owners or annoy them by unreasonable noises nor shall any such Owner undertake any use or practice which shall create and constitute a nuisance to any other Owner of a Lot, or which interferes with the peaceful possession and proper use of any other lot or the Association property.

Section 11.04. Right of Entry for Maintenance of Common Elements. The Association has the irrevocable right of access to each Lot during reasonable hours, when necessary for maintenance, repair, or replacement of any Association property or of any portion of a Lot to be maintained by the Association pursuant to the dedication or as necessary to prevent damage to the Association.

Section 11.05. Improvements on Lots. No Owner of a Lot shall permit to be made any structural additions on such Lots without first obtaining written consent of the Association, through the ARC which consent may be withheld in the event that a majority of the ARC of said Association determine that such structural additions or alterations would affect or in any manner endanger or alter the integrity of the subdivision. No Owner shall cause any improvements or changes to be made on the exterior of the building, such as electrical wiring, machines or air conditioning units, which may protrude through the walls or roof of the building, or in any manner change the appearance of any portion of the building without the written consent of the Association being first obtained.

Section 11.06. Improvements to Association Property. The Association shall have the right to make or cause to be made such alterations or improvements to Association property which do not prejudice the right of the Owner of any Lot, provided the making of such alterations and improvements are approved by the Board of Directors of the Association, and the costs of such alterations and improvements shall be assessed and collected from all of the Owners of Lots.

Section 11.07. Maintenance and Repair by Owners of Lot. The Owner of each Lot must promptly correct any condition which, if left uncorrected, would adversely affect any part thereof belonging to another Lot Owner. If an Owner should sustain damages because of another Owner failing to correct the condition within his premises, such Owner shall be liable and responsible for the damages and liability which his action or non-action occasioned.

Section 11.08. Maintenance of Association Property. The Association, at its expense, shall be responsible for the maintenance, repair and replacement of Association property and should any incidental damage be caused to any Lot by virtue of any work which may be done or caused to be done by the Association in the maintenance, repair or replacement of any Association property, the Association shall, at its expense, repair such incidental damage.

Section 11.09. Liability for Loss. The Owner of a Lot shall have no personal liability for any new damages caused by the Association in connection with the use of Association property.

Section 11.10. Insurance coverage to be Maintained by the Association. The Association will maintain and keep in full force and affect the following insurance:

- (a) Casualty insurance covering all of the Association property against loss or damage by fire, windstorm and other hazards covered by the standard extended coverage endorsement
- (b) Public liability and property damage insurance in such amounts and in such forms as shall be determined by the Board of Directors.
- (c) Such other insurance as the Board of Directors may from time to time deem to be in the best interest of the Association and its Members.

Section 11.11. Contracts. In accordance with Florida Statute 720.3055, as amended from time to time, all contracts for the provision of services except for contracts with employees of the Association, and contracts for attorney, accountant, architect, community association manager, engineering, and landscape architect services, shall be in writing. If a contract for the provision of services other than those excepted requires payment by the Association that exceeds 10 percent of the total annual budget of the Association, including reserves, the Association must obtain competitive bids for the services. Florida Statute 720.3055 shall be construed to require the association to accept the lowest bid, nor to limit the ability of an association to obtain needed products and services in an emergency. Florida Statute 720.3055 does not apply if the business entity with which the Association desires to enter into a contract is the only source of supply within the county serving the association.

Section 11.12. Recording Meetings. In accordance with Florida Statute 720.306, as amended from time to time, any Member may tape record or videotape meetings of the Board of Directors and meetings of the Members which they are entitled to attend (e.g. excluding meetings with legal counsel). The Board of Directors of the Association may adopt reasonable rules governing the taping of meetings of the Board and the Membership.

Section 11.13. Parties Bound by By-Laws. Etc. All present or future Owners, tenants, or any other person who might use a lot or facilities of the Association in any manner are subject to the present and future provisions of the Covenants, Articles of Incorporation of the Association, these Bylaws, or the Association's Rules and Regulations, and the mere acquisition or rental of any Lot or the mere act of occupancy of any such Lot shall be deemed as conclusive acceptance and ratifications of the provisions herein mentioned.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 12.01. Amendments. In accordance with Florida Statute 617.0206 and the Articles of Incorporation, the power to alter, amend, or repeal these Bylaws or adopt new bylaws shall be vested in the Board of Directors. Amendments may be proposed by a motion of any Member at a regular or special meeting of the Board of Directors. Amendments shall be adopted by a majority vote of the Board in accordance with the procedures established in Section 5.15.

Section 12.02. Priority of Governing Documents. The priority of documents is (highest to lowest) Declaration of Covenants, Conditions and Restrictions; Articles of Incorporation; and Bylaws. In the case of any conflict between documents, the higher priority document shall take precedence.

Section 12.03. Agreement with Existing Laws. All provisions of this document shall be deemed in agreement with all applicable federal and state statutes, city and county regulations as are applicable.

Section 12.04. Invalidation. Invalidation of any one of the Articles of these Bylaws, herein contained by judgment or court order shall in no way invalidate any other provisions, which shall remain in full force and effect thereafter.

**Biscayne Pointe Homeowners' Association
of Santa Rosa County, Inc.**

We, the undersigned boardmembers of the Biscayne Pointe Homeowners' Association of Santa Rosa County, do hereby certify that the Board of Directors has voted unanimously to amend and restate the bylaws of the association in accordance with Article VIII, Section 8.1 of the current (2002) Bylaws of the Biscayne Pointe Homeowners' Association of Santa Rosa County.

Mr. Hull, President	 Signature	<u>20 MAR 12</u> Date
Mr. Campbell, Vice-President	 Signature	<u>20 Mar 2012</u> Date
Mrs Heithold, Secretary	 Signature	<u>20 MAR 12</u> Date
Mr. Scandone, Treasurer	 Signature	<u>03-20-2012</u> Date
Mr. Couch, Boardmember	 Signature	<u>3-20-12</u> Date
Mr. Hummel, Boardmember	 Signature	<u>3-20-12</u> Date
Mr. Mitchell, Boardmember	 Signature	<u>20 MAR 12</u> Date
Mr. Perry, Boardmember	 Signature	<u>20 Mar 12</u> Date
Mr. Wymore, Boardmember	 Signature	<u>20 MAR 2012</u> Date