

**BY-LAWS
OF
BELLE OAK VILLAS HOMEOWNERS ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION**

ARTICLE I

NAME AND LOCATION. The name of the corporation is BELLE OAK VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not-For-Profit, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 628 Laguna Vista Court, Largo, Florida 33771 but meetings of members and directors may be held at such places within the State of Florida, County of Pinellas, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Association" shall mean and refer to BELLE OAK VILLAS HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Unit" or "Lot" shall mean any residential unit shown on the recorded subdivision plat as referred to herein with the exception of the Common Areas. Dwelling shall mean any residential structure located within the subdivision.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 7. "Declarant" or "Developer" shall mean and refer to Sunstyle Homes, Corp., a Florida corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development. Sunstyle Homes Corporation shall at all times have the right to assign its interest herein to any successor or nominee.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida.

Section 9. "Maintenance of Common Areas and Easements" shall mean the exercise of reasonable care to keep any buildings, roads, landscaping, lighting, utilities and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted. Maintenance of landscaping shall further mean the exercise of generally accepted garden-management practices necessary to promote a healthy, weed-free environment for optimum plant growth.

Section 10. "Lot Owner Shared Areas" shall mean and refer to the areas that are shared by more than one Lot Owner and are adjacent to another Lot Owner. These areas shall include, but not be limited to, shared rear and front fences.

ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association. Annual meeting of the members shall be held as set by the Board of Directors in March or April each year starting in the year 2004. After the annual meeting, the first meeting of the Board of Directors will be held within seven (7) calendar days.

Section 2. Special Meeting. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the

members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each annual or special meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address appearing on the books of the Association, as verified by a recent list from the Pinellas County Tax Collector's office, or supplied by each member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of the proxies to cast, one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. 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 represented.

Section 5. Proxies. At all meetings of members, each member may vote either in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Vote Required. At every meeting of the members, the owner or owners of each unit or lot, either in person or by proxy, shall have the right to cast one vote, as set forth in the Declaration. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the Declaration, the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

Section 7. Order of Business. The order of business at all annual or special meetings of the members shall be as follows:

- A. Roll Call
- B. Proof of notice of meeting or waiver of notice
- C. Reading of minutes of previous meeting
- E. Reports of committees
- F. Election of officers or directors (if election to be held)
- G. Unfinished business
- H. New business
- I. Adjournment

ARTICLE IV - BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors nor more than nine (9) directors, who need to be members of the Association in good standing.

Section 2. Term of Office. At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor. Any vacancy which occurs by the death, resignation or removal of a director within three (3) months prior to the annual meeting of members shall remain vacant unless the vacancy prohibits the Board from performing its duties as set forth herein, in which case the remaining members of the Board shall select a successor to serve for the remaining unexpired term of office.

Section 4. Compensation. No director shall receive compensation for any service they may render to the

Association, in their position as director. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all of the directors. My action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members. Each nomination from the floor or by the Nominating Committee shall be subject to eligibility as a Board member. Eligibility shall be: (1) at least 18 years of age; (2) member in good standing; and (3) unit or lot owner of record as provided by the Pinellas County Tax Collector's Office. (A suggestion for a background check is also recommended, but not required). A list of members nominated, but not elected to the Board shall be maintained and if vacancies on the Board should occur, this list of nominated members shall be considered for eligibility as a Board member.

Section 2. Election. Election to the Board of Directors shall be by secret ballot. At each election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected, subject to eligibility.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly and a schedule will be set by the Board for a set day, time and location for the meeting. Notice of the meeting and an Agenda will be posted at each Swimming Pool Building Bulletin Board at least seven (7) days prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than 72 hours notice to each Director and notice of the meeting must be posted at each Swimming Pool Building Bulletin Board at least 72 hours prior to the meeting.

Section 3. Quorum. A majority of the number of directors 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.

ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, which will be forwarded to the members, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Recreational Facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not

reserved to the membership by other provisions of these By-Laws, Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefor, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;

(f) accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors; and

(g) delegate to and contract with a financial institution for collection of the assessments of the Association.

Section 2. Duties. It shall be the duty of the Board of Directors 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 requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment.

period (the assessment is to be paid on a quarterly basis);

- (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a 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 a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) to procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the directors may be necessary or desirable for the Association in addition to the insurance required to be carried by the Association as set forth in BELLE OAK VILLAS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS as recorded in O.R. Book 5989, pages 2070, through 2082, public records of Pinellas County, Florida, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors;
- (f) to cause the Common Areas and Easements to be maintained on a regular and timely schedule;
- (g) to fix and determine the amount of special assessments for capital improvements as set forth in the Declaration described hereinabove, to send written notice of each special assessment to every owner subject

thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment; and

- (h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (i) any changes to the business management of the Associate must be presented for discussion at two regular meetings of the Board of Directors prior to the Board voting on the issue; and
- (j) any capital expenses exceeding Five Thousand and No/100 Dollars (\$5,000.00), in total, must be presented for discussion at two regular meeting of the Board of Directors prior to the Board voting on the issue; and
- (k) to cause any contract which will provide services for the Association, to be procured after a minimum of three (3) bids have been submitted for review by the Board; and
- (l) to fix standing policies, rules and regulations, penalties and fines for the members governing the use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and provide the policies, rules, regulations, penalties and fines in writing to each member; and
- (m) to cause each director to have complete information, whether financial or business, about all the actions of the Board.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Committees.

A. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion.

B. **Standing Committees.** The Board shall appoint such standing committees as are required under the Declaration, the Articles or these By-Laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine, in its discretion.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace. Any director may serve as an officer if so appointed by the Board.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

- (b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members and provide the minutes of the previous meeting to the directors, at least forty-eight (48) hours prior to the next scheduled meeting; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall provide to the directors, at least forty-eight (48) hours prior to the next scheduled meeting, an accounting of the

previous months income and disbursements and any other financial information pertinent to the upcoming meeting; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an internal annual audit of the Association books by a Committee of three (3) to be selected by the Board of Directors, and to have compiled financial statements to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX - COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided by these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X - BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI - ASSESSMENTS

As more fully provided in 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. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 15% percent per annum, with a minimum of \$15.00, and the

Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: BELLE OAK VILLAS HOMEOWNERS ASSOCIATION INC., a Not-For-Profit Corporation.

ARTICLE XIII - AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendment while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on July 1 of each year and end on June 30th of each year, except that the first fiscal year shall begin on the date of incorporation of the Association.

Section 2. Indemnification. The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Section 3. Insurance. The Board of Directors may, but is not required to, elect to carry a policy of officers and directors liability insurance, insuring the officers and directors against any claims made against them whatsoever, except claims of negligence and misfeasance of office.