

This instrument prepared by:
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BY-LAWS OF BAY HILL COVE HOMEOWNERS' ASSOCIATION, INC.
A Non-Profit Florida Corporation

ARTICLE I

Section 1 **Identity** These are the By-Laws of BAY HILL COVE HOMEOWNER'S ASSOCIATION, INC., herein called the "ASSOCIATION", a non-profit Florida corporation organized for the purpose of maintaining and administering the common properties and facilities of BAY HILL COVE Subdivision, and to administer and enforce the provisions of the Notice of Declaration of Covenants, Conditions and Restrictions for BAY HILL COVE recorded in O. R. Book 4811, Page 2208, Public Records of Orange County, Florida, as they presently exist or may hereafter be amended, which Declaration imposes certain covenants, conditions and restrictions on BAY HILL COVE according to the Plat thereof as recorded in Plat Book 33, Page 69, Public Records of Orange County, Florida, and certain other property that may be hereafter platted which property is more particularly described in said Declaration.

Section 2 **Office** The initial office of the corporation shall be at 1051 Winderley Place, Suite 307, Maitland, Florida 32751.

Section 3 **Fiscal Year** The fiscal year of the corporation shall be the calendar year.

Section 4 **Seal** The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for Profit", and the year of incorporation.

ARTICLE II

Voting. Majority of Owners. Quorum. Proxies

Section 1 **Voting** Voting shall be based on lot ownership as provided for in the Articles of Incorporation and Declaration.

Section 2 **Majority of Owners** As used in these By-Laws, the term "majority of Owners" shall mean those owners holding fifty-one per cent (51%) of the votes in accordance with the votes as assigned in the Articles of Incorporation and Declaration.

Section 3 **Quorum** Except as otherwise provided in these By-Laws, the presence in person or by proxy of "majority of Owners" as defined in Section 2 of this Article shall constitute a

quorum. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration or these By-Laws. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

Section 4 **Proxies** Votes may be cast in person or by proxy, or in any manner provided in the Articles of Incorporation and in the Declaration. Proxies must be filed with the Secretary by the appointed time of each meeting.

ARTICLE III

ADMINISTRATION

Section 1 **Corporation Responsibilities** The owner or owners of the lots, being all of the members of this non-profit corporation, will have the responsibility of administering the corporation through the elected Board of Directors.

Section 2 **Place of Meetings** Meetings of the corporation shall be held at such place convenient to the owners as may be designated by the Board of Directors.

Section 3 **Annual Meetings** The annual meeting of the corporation shall be held during the first three months of each year on such date as set by the Board of Directors not less than twenty (20) days before such meeting. At such meetings, there shall be elected by ballot of the owners, a Board of Directors. The owners may also transact such other business of the corporation as may properly come before them.

Section 4 **Special Meetings** It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by a majority of the owners and having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of seventy-five per cent (75%) of the votes present, either in person or by proxy.

Section 5 **Notice of Meetings** It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each owner of record, at least fifteen (15) but not more than thirty (30) days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served.

Section 6 **Adjourned Meetings** If any meeting of owners cannot be organized because a quorum has not attended, the owners who are present, whether in proxy or in person, may adjourn the meeting to a time not more than fifteen (15) days from the time the original meeting was called.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 **Number and Qualification** The affairs of the corporation shall be governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons, and must be

an odd number.

Section 2 **Powers and Duties** The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the corporation and may do all such acts and things as are not by law or by these By-Laws directed to be exercised and done by the owners.

Section 3 **Other Duties** The powers and duties of the Directors shall include but not be limited to the following, subject, however, to the provisions of the Declaration of Covenants and Restrictions as amended, and by these By-Laws:

a. **Assess** To make, enforce and collect assessments against members as owners in said development to defray the costs, expenses and losses of the Association.

b. **Disburse** To use the proceeds of assessments in the exercise of its powers and duties.

c. **Maintain** To maintain, repair, replace and operate the common properties and facilities, and to cause such exterior maintenance and repairs to be performed as may be necessary upon parcels subject to the assessments, as provided in the above-referenced Declaration of Covenants and Restrictions. This paragraph shall specifically include operation and maintenance of the surface water management system as permitted by the St. Johns River Water Management District, including all lakes, retention areas, culverts and related appurtenances, if any Association property is subject to the requirement of St. John's River Water Management District and all as more particularly set forth in the Declaration of Covenants and Notice of Restrictions.

d. **Insure** To purchase insurance upon common properties and insurance for the protection of the Association and its members as unit owners.

e. **Reconstruct** To reconstruct improvements on the common properties after casualty and to further improve the common properties, as provided in the Declaration of Covenants and Restrictions.

f. **Regulate** To make and amend reasonable regulations respecting the use of the common properties in the development.

g. **Borrow Money** To borrow money for the purpose of improving the common properties, and in aid thereof to mortgage said properties, and to take steps as are reasonably necessary to protect said common properties against foreclosure. Any mortgage of common properties shall require the assent of two-thirds (2/3) of each class of membership.

h. **Dedicate** To dedicate or transfer all or any part of the common properties to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, that no such dedication or transfer, determination as to the purposes or as to the conditions thereof, shall be effective unless an instrument signed by members entitled to cast two-thirds (2/3) of the votes of each class of membership has been recorded, agreeing to such dedication, transfer, purpose or condition, and unless written notice of the proposed agreement and action thereunder is sent to every member at least thirty (30) days in advance of any action taken.

i. **Appoint** to appoint members to the Architectural Review Board as provided in the By-Laws and Declaration of Covenants and Restrictions, which members shall serve at the pleasure of

said Board.

j. **Enforce** To enforce by legal means the provision of Declaration of Covenants and Restrictions referred to above, and regulations for the use of the common properties as may be promulgated from time to time by the Association.

k. **Employment** To contract for services, employ personnel for reasonable compensation to perform the services required for property administration of the purposes of the ASSOCIATION.

l. **Payment of Liens** To pay taxes and assessments which are liens against any part of the common properties of the development, and to assess the same against the individual parcel owners in said development.

m. **Utilities** To pay the cost of all power, water, sewer and other utility services rendered to the common properties and not billed to owners of individual parcels in the development.

n. **Suspend Rights** To suspend the right to use and enjoy the common properties and facilities of any member for any period during which any assessment shall remain unpaid, and for any period not to exceed thirty (30) days for any infraction of the published rules and regulations of the Association.

o. **Suits** To sue and be sued.

p. **Ownership** To own and convey property.

q. **Rules** To establish rules and regulations.

r. **Other** To do such other things as may be necessary in order to perform the functions and exercise the powers provided to be exercised by the Association by the above-referenced Declaration of Covenants and Restrictions of BAY HILL COVE in order to effect the purpose and intent of said Declaration.

Section 4 **Vacancies** Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a majority vote of the owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the corporation.

Section 5 **Removal of Directors** At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority vote of the owners and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

Section 6 **Organization Meeting** The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 7 **Regular Meetings** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least ten (10) days prior to the day named for such meeting.

Section 8 **Special Meetings** Special meetings of the Board of Directors maybe called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the meeting time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.

Section 9 **Waiver of Notice** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the board, the notice shall not be required and any business may be transacted at such meeting.

Section 10 **Board of Directors' Quorum** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which quorum is present shall be acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 11 **Term** The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

ARTICLE V

Officers

Section 1 **Designation** The principal officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be elected by the Board, all of whom shall be elected by and from the Board of Directors. The Directors may appoint such other officers as in their judgment may be necessary. Any person may hold two or more offices except the President shall not also be the Secretary or an Assistant Secretary.

Section 2 **Election of Officers** The officers of the corporation shall be elected annually by the Board of Directors at the organization meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 3 **Removal of Officers** Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4 **President** The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of a corporation including, but not limited to, the power to appoint committees from among the owners, from time to time, as he may in his discretion decide is appropriate, to assist in the conduct of the affairs of the corporation.

Section 5 **Vice-President** The Vice-President, if elected, shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6 **Secretary** The Secretary shall keep the Minutes of all meetings of the corporation; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all of the duties incident to the office of Secretary.

Section 7 **Treasurer** The Treasurer shall have responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements on books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the corporation in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE VI

MEMBERSHIP FEES

Section 1 **Initial Membership** At the time a lot is first represented by a Class A member (as defined by Article IV of the Articles of Incorporation), a one-time entry fee of \$250 shall be paid to the Association. Such fee shall be paid to the Association at the time of closing of the purchase by a Class A member.

Section 2 **Annual Assessments** After a lot is first represented by a Class A member (as defined in Article IV of the Articles of Incorporation), there shall be an annual assessment, payable semi-annually on January 1 and July 1 of each year. This shall be in addition to the initial assessment and the annual assessment shall be prorated in the year of purchase.

Until December 31, 1994, the annual assessment shall be \$180.00 per lot, whether such lot be vacant or improved. No annual assessments shall be made against lots owned by Class B members. Thereafter, the annual assessment shall be as determined by the Board of Directors of the Association.

ARTICLE VII

ARCHITECTURAL REVIEW BOARD

The Board of Directors shall, immediately upon the recording of these By-Laws, form a committee known as the Architectural Review Board (hereinafter ARB). The ARB shall function as follows:

A. **Composition**: The ARB shall be appointed by the Board of Directors of the Association and shall serve at the pleasure of said Board, provided, however, that in its selection, the Board of Directors of the Association shall appoint the Developer and its designated representatives as the members of such Board as long as the Developer is the owner of any lot or lots in the subdivision. Neither the Association, the Board of Directors of said Association, nor the members of the Association, shall have the authority to amend or alter the number of members of the ARB, which is irrevocably herein set at three (3) members. No decision of the ARB shall be binding without a quorum present.

B. **Duties** The ARB shall have the following duties and powers:

1. To promulgate from time to time residential planning criteria for the property in accordance with the Declaration of Covenants and Notice of Restrictions. However, any said planning criteria shall be set forth in writing and made known to all owners and to all prospective owners of parcels in any portion of Overall Parcel theretofore or hereafter developed. Any residential planning criteria promulgated by the ARB shall be subject to final approval by the Association. Said residential planning criteria shall include any and all matters considered appropriate by the ARB not inconsistent with the provisions of the Declarations and Covenants and Notice of Restrictions.

2. To approve all buildings, fences, walls or other structures which shall be commenced, erected or maintained upon any portion of over-all parcel theretofore or hereafter platted and to approve any exterior additions to or changes or alterations thereon. For any of the above, the ARB shall be furnished plans and specifications showing the nature, shape, height, materials, exterior decor, design and location in relation to surrounding structures and topography;

3. To approve any such building plans and specifications and parcel grading and landscaping plans, and the conclusions and opinion of the ARB shall be binding, if in its opinion, for any reason, including purely aesthetic reasons, the ARB should determine that said improvement, alteration, etc. is not consistent with the planned development of the properties or contiguous lands thereto;

4. To require to be submitted to it for approval any samples of building materials proposed or any other data or information necessary to reach its decision.

ARTICLE VIII

AMENDMENT

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, irrespective of class, present and voting in person or by proxy, provided that those provisions of the By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or application law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration of Covenants and Restrictions applicable to the property effected by this Association may not be amended except as provided in such covenants and restrictions.

In 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 Covenants and Restrictions referred to herein as amended and these By-Laws, the Covenants and Restrictions shall control.

ARTICLE IX

MORTGAGES

Section 1 **Notice to Corporation** An owner or owners who mortgages his lot, shall upon request notify the corporation through the President of the Board of Directors of the name and address of his mortgagee.

Section 2 **Notice of Unpaid Assessments** The corporation shall at the request of a mortgagee, report any unpaid assessment due from the owner of such lot, however, any lien resulting from such unpaid assessment shall always be considered inferior and subordinate to the lien of said mortgagee.

ARTICLE X

COMPLIANCE

In case any of these By-Laws conflict with the other provisions of the Declaration, it is hereby agreed and accepted that such other provisions of the Declaration will control.

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The foregoing, were adopted as the By-Laws of BAY HILL COVE HOMEOWNERS' ASSOCIATION, INC., a non-profit corporation under the laws of the State of Florida at the first meeting of the Board of Directors on the 2nd day of June, 1994.

Louise A. Ward, Secretary

(CORPORATE SEAL)

APPROVED

Ellsworth G. Gallimore, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of October, 1996 by ELLSWORTH G. GALLIMORE as President and LOUISE A. WARD as Secretary, respectively of BAY HILL COVE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation on behalf of the corporation, who are personally known to me.

<signed> Michele Moriarty
Notary Public
My commission expires:

<Notary's stamp>