

NOTICE OF RECORDING THE BY-LAWS OF
MEADOWRIDGE I HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That on this 29 day of MARCH, 2020, the undersigned, MEADOWRIDGE I HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter the "Association"), pursuant to Florida Statutes and the DECLARATION OF RESTRICTIONS FOR MEADOWRIDGE I HOMEOWNERS ASSOCIATION, recorded in Official Records Book 3110, Page 4934, et seq., of the Public Records of Brevard County, Florida, as may be amended and/or restated from time to time, hereby gives notice of recording in the Public Records of Brevard County, Florida, the AMENDED AND RESTATED BY-LAWS OF MEADOWRIDGE I HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "By-Laws"). A copy of said By-Laws is attached hereto and by reference made a part hereof. Said By-Laws were approved by a majority of the voting members present or by proxy at the annual meeting of the MEADOWRIDGE I HOMEOWNERS ASSOCIATION, Inc. on March 5, 2020, at 3318 Meadowridge Drive, Melbourne FL 32901.

While the original By-Laws were properly and duly executed, the By-Laws were not recorded in the Public Records of Brevard County, Florida. As the Association may amend the By-Laws in the future, and as Section 720.303(1), Florida Statutes, now requires that "...after October 1, 1995, the association must be incorporated and the initial governing documents must be recorded in the official records of the county in which the community is located," the newly adopted By-Laws are hereby being recorded in an effort to ensure that record title notice of the existing provisions which may be amended will exist and so that the context of changes which may be implemented will be self-evident in the public records. Additionally, the Association has endeavored to record same to provide record title notice of the validity, binding nature, and enforceability of the By-Laws.

The Association is a not-for-profit corporation created pursuant to Chapter 617, Florida Statutes and a homeowner's association subject to Chapter 720, Florida Statutes. All terms and conditions of the By-Laws as incorporated herein shall remain in full force and effect.

A. For the purpose of clearly identifying the By-Laws of the Association, the Association desires to record a copy of the true and correct By-Laws in the Public Records of Brevard County, Florida.

NOW THEREFORE, this is to Certify that the By-Laws which are attached hereto as Exhibit "A" and incorporated herein, are a true, correct and complete copy of the full Amended and Restated By-Laws of Meadowridge I Homeowners Association, Inc., as adopted on the date aforementioned.

Executed on this 29 day of March, 2020.

Signed and delivered in the presence
of these witnesses for both:

Betty Taylor
Signature of Witness #1

Betty Taylor
Print Name of Witness #1

Glenn S. Taylor
Signature of Witness #2

Glenn S. Taylor

Print Name of Witness #2

State of FLORIDA
County of Brevard

The foregoing instrument was acknowledged before me by means of physical presence this 29 day of MARCH, 2020, by Richard L. Mraz and De'Edra Haynes, as President and Secretary, respectively, of Meadowridge I Homeowners Association, Inc., both of whom are personally known.

**MEADOWRIDGE I HOMEOWNERS
ASSOCIATION, INC.**

By: Richard L. Mraz
Richard L. Mraz, President

ATTEST:
De'Edra Haynes
De'Edra Haynes, Secretary

Glenn S. Taylor
Glenn Taylor, FL Notary Public



EXHIBIT "A"

**AMENDED AND RESTATED BY-LAWS
OF
MEADOWRIDGE I HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation, Not for Profit**

The MEADOWRIDGE I HOMEOWNER'S ASSOCIATION, INC. (the "Association"), a Florida not for profit corporation hereby amends and restates the By-Laws of MEADOWRIDGE I HOMEOWNER'S ASSOCIATION, INC., A Florida not for profit corporation pursuant to Article XIII of the By-Laws, as set forth below.

**ARTICLE I
Association**

Section 1.1 Principal Office. The office of the Association shall be selected by the majority of the Board of Directors.

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

**ARTICLE II
Definitions**

All terms defined in the Declaration of Restrictions for MEADOWRIDGE I HOMEOWNERS ASSOCIATION, INC. recorded in Official Records Book 3110 at Page 4934 of the Public Records of Brevard County (the "Covenants") shall have the same meanings when used herein.

"Articles" are the recorded Articles of Incorporation of the Association.

"The Governing Documents" are the recorded Declaration of Restrictions and all duly adopted and recorded Amendments thereto and the Articles of Incorporation and By-Laws and all duly adopted amendments thereto.

"Member" means a member of the Association who is a lot owner and includes any person or entity obligated by the Governing Documents to pay an assessment.

"Officer" means an appointed President, Vice President, Secretary and/or Treasurer of the Association.

"Director" means a duly elected member of the Board of Directors of the Association.

"Board" refers to the Association's Board of Directors

"Lot Owner" means a record owner of legal title to a lot within this subdivision.

The term "majority," as used in these By-Laws, means those votes, Owners or other group, as the context may indicate, totaling more than 50% of the total eligible number.

The term "**Act**," as used in these By-Laws, means Florida Statutes, Title 40 (Real and Personal Property), Chapter 720 (Homeowners' Associations), as amended from time to time.

ARTICLE III
Membership

The members of the Association shall be those persons described in Article IV of the Articles of Incorporation.

ARTICLE IV
Voting Rights

Members shall have the voting rights set forth in Article V of the Articles of Incorporation.

ARTICLE V
Board of Directors

Section 5.1 Selection: Terms of Office

The Board shall consist of three (3) members who shall be elected in the following manner:

Three (3) directors shall be elected, one (1) of such Directors shall be elected for two (2) years and two (2) such Directors shall be elected for one (1) year.

Section 5.2. Removal of Directors and Vacancies

Vacancies on the Board shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the members who were entitled to elect the Director, at the next annual meeting of the members or at any special meeting duly called for that purpose.

Any Director may be removed, with or without cause, by written agreement signed, by written ballots cast without a membership meeting, or by a vote taken at a meeting, by Members holding a majority of the total votes in the Association. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. Any effort by Members to recall or remove a Director shall be conducted and any vacancy thus created shall be filled, in accordance with Section 5.2 of these By-Laws.

Section 5.3 Election Procedures

(a) Election.

Votes cast for persons nominated for election to the Board shall be by written ballot as hereinafter provided. Each Member shall have the right to cumulate his votes and to give one candidate the number of votes equal to the number of Directors to be elected, or may distribute such votes on the same principle among any number of such candidates. The persons receiving the largest number of votes shall be elected.

(b) Nominations Committee.

(1) Nominations for a full slate of Directors for election to the Board by the Nominations Committee shall consist of three (3) persons appointed each year by the Board, one (1) of whom shall be a Director, and two (2) of whom shall be non-Directors. Members of the Nominations Committee shall be appointed each year by the Board at least sixty (60) days before the date on which the election for the members of the Board is to be held. The slate of Directors to be nominated by the Nominations Committee shall be completed at least three (3) days before the date of such election.

(2) In addition, nominations for the Board may be made by petition signed by more than twenty (20) Members of the Association, provided that such petitions are filed with the Secretary of the Association at least ten (10) days before the date of the meeting at which the Directors are to be elected.

(3) No Director nominee can be listed on the ballot if they have a monetary obligation to the Association.

(c) Ballots.

All elections to the Board shall be made on a written ballot which shall (1) describe the vacancies to be filled, and, (2) set forth the names of those nominated by the Nominations Committee for such vacancies and those nominated by the petition timely filed with the Secretary of the Association.

(d) Voting Procedures.

The Member designated by the Lot Owner to cast the vote for the Lot shall receive the ballot for such Lot at the annual meeting. After the ballots are marked, they shall be turned over to an Elections Committee which shall consist of three (3) Members appointed by the Board. The Elections Committee shall then adopt a procedure which shall:

(1) Establish that the number of ballots turned in by each Member correspond with the number of Lots owned by such Member or his proxy identified on the ballot.

(2) If the vote is by proxy, establish that a proxy has been filed with the Secretary as provided in Article X of these By-Laws and that such proxy is valid.

The procedure shall be taken in such a manner that the vote of any Member or his proxy shall not be disclosed to anyone, including the Elections Committee.

The result of the election shall be announced at the conclusion of the meeting. After the announcement of the results by the Elections Committee, unless a review of the procedure is demanded by thirty-five percent (35%) of the Members casting ballots in the election within ten (10) days after election, the ballots shall be destroyed and the results shall thereupon be final.

Section 5.4 Certification

Within 90 days from being elected or appointed to the Board, each Director shall certify in writing to the secretary of the Association that: (i) he or she has read the Governing Documents and rules and policies of the Association, or, (ii) has satisfactorily completed the educational curriculum, as required by FL Statute 720.3033(1), as amended.

Section 5.5 Powers.

The Board shall have all the powers necessary to administer the Association's affairs, perform the Association's responsibilities, and exercise the Association's rights as set forth in the Governing Documents and as provided by law. The Board may do or cause to be done on the Association's behalf all acts and things except those that the Governing Documents of Florida law require to be done and exercised exclusively by the membership generally.

Section 5.6 Duties.

The Board's duties shall include, without limitation:

- (a) preparing and adopting, in accordance with the Declaration of Restrictions, an annual budget establishing each Lot Owner's share of the Common Expenses at least thirty (30) days in advance of the date of any payment of such assessment is due. The budget shall include an adequate reserve fund for repair and replacement of Common Property;

- (b) levying and collecting assessments from the Lot Owners;
- (c) to issue, or cause an appropriate Officer to issue upon demand by any person, a certificate setting forth whether all assessments against a Lot have been paid and if not, identifying the amount of any unpaid Assessment and the period to which such unpaid Assessment relates. Such certificate shall be conclusive evidence to the person to who it is addressed of payment of any Assessment therein stated to have been paid.
- (d) providing for the operation, care, upkeep, and maintenance of the Common Property;
- (e) designating, hiring, and dismissing personnel necessary to carry out the Association's rights and responsibilities and, where appropriate, providing for compensation of such personnel and for the purchases of necessary equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (f) to prepare a roster of the Lots and Assessments applicable thereto which shall be kept in the offices of the Association and shall be open to inspection by any Member thereof, and to send written notice of each Assessment to every Member subject thereto;
- (g) opening bank accounts on the Association's behalf and designating the signatories required;
- (h) depositing all funds received on the Association's behalf in a bank depository which the Board shall approve, and using such funds to operate the Association; however, in the Board's business judgment any reserve funds may be deposited in depositories other than banks;
- (i) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Property in accordance with the Governing Documents. Such contracts shall be in writing and the Association shall obtain competitive bids if determined necessary by the Board;
- (j) enforcing by legal means the provisions of the Governing Documents and bringing any proceedings that may be instituted on behalf of or against the Lot Owners concerning the Association; however, the Association's obligation in this regard shall be conditioned in the manner provided in the Declaration of Restrictions;
- (k) obtaining and carrying property and liability insurance and fidelity bonds, as provided in the Articles for the protection of the Association covering the Common Property and covering such risks and with such deductible amounts as the Board shall determine, paying the cost thereof, and filing and adjusting claims, as appropriate;
- (l) to obtain and maintain casualty insurance for the protection of the Members, covering the individual apartments. The named beneficiary may be the individual Lot Owners, the Association, or the bank with trust powers, as permitted by the Insurer and Florida law.
- (m) to obtain, when and if available, fidelity bond coverage as specified in Section 803.07 of the FNMA Conventional Home Mortgage Selling Contract Supplement.
- (n) paying the cost of all services rendered to the Association;
- (o) keeping a detailed accounting of the Association's receipts and expenditures;
- (p) making available to any prospective purchaser of a Lot, any Lot Owner, and the holders, insurers, and guarantors of any Mortgage on any Lot, current copies of the Governing Documents and all other books, records, and financial statement of the Association;

- (q) indemnifying a Director, Officer or Committee Member or former Director, Officer, or Committee Member to the extent such indemnity is required by Florida law, the Articles and these By-Laws;
- (r) maintaining, and retaining for the time periods required, the "official records" of the Association;
- (s) to keep a complete record of all its acts and corporate affairs and to make reports thereon to the Members at the annual meeting of the members; and
- (t) supervise all Officers, agents and employees of the Association.

Section 5.7 Board Meetings.

(a) Director Meetings.

Meeting of the Board may be held at any place within the State of Florida. The Board shall meet within fourteen (14) days following the close of the annual meeting of the Members. Regular meetings of the Board may be held at such time and place as shall from time to time be determined by the Board.

(b) Notice, Waiver of Notice.

- (1) Notices of Board meetings shall specify the time and place of the meeting and, in the case of a special meeting, the nature of any special business to be considered. A Board member shall give notice to each Director by: (i) personal delivery; (ii) first class mail, postage prepaid; (iii) telephone (either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director); or (iv) facsimile, electronic mail, or other electronic communication device, with confirmation of transmission. All such notices shall be given at the Director's telephone number, fax number, electronic mail address, or sent to the Director's address as shown on the Association's records. Notices sent by first class mail shall be deposited into a United States mailbox at least seven (7) business days before the time set for the meeting. Notices given by personal delivery, telephone, or other device shall be delivered or transmitted at least 72 hours before the time set for the meeting, except for emergency meetings.
- (2) Except for emergency meetings, notice of the time and place of any Board meeting shall be hand delivered, mailed or electronically transmitted to each Member at least seven (7) days before the meeting or, in the alternative, posted in a conspicuous place within the Community at least 48 hours in advance of the meeting, except that written notice of any meeting at which special assessments, amendments to rules regarding use of Units, or any agenda item petitioned for by the Members pursuant to Section 5.6(g)(2) will be considered, should be mailed, delivered, or electronically transmitted to each Member and posted conspicuously in the Community not less than 14 days before the meeting. In lieu of mailing or posting in the Community, notice of Board meetings may be published in a Community publication, or in the case of regularly scheduled Board meetings, provided on a schedule distributed to the Members. Notice may be transmitted electronically only to those Members who have consented in writing to receive notice by electronic transmission, and then only in a manner authorized by law.
- (3) Transactions of any Board meeting, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (i) a quorum is present, and (ii) either before or after the meeting each director not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the meeting's purpose. Notice of a meeting also shall be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. All such waivers, consents or approvals shall be filed with the corporate records and shall be made a part of the minutes of the meeting.

(4) Written notice of any meeting at which assessments are to be established shall state that fact and the nature of the assessment and be communicated to the Members not less than 14 days before the meeting.

(c) Quorum of Board

All Board meetings, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of at least two Directors present at a meeting shall constitute the Board's decision, unless Florida law, these By-Laws, or the Articles specifically provide otherwise. If the Board cannot hold a meeting because a quorum is not present, the Director present at such meeting may adjourn the meeting to a time not less than five (5) or more than thirty (30) days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted without further notice.

(d) Special Meetings

Special meetings of the Board shall be held when called by any Officer of the Association or by any two (2) Directors after not less than forty-eight (48) hours' notice to each Director except in the case of an emergency.

(e) Director Absences.

In the event that any member of the Board of the Association shall be absent from three (3) consecutive regular meetings of the Board, the Board may at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant and the provisions relating to the filling of a vacancy of the Board as set forth in these By-Laws shall become operative.

(f) Conduct at Meetings

(1) General. The President shall preside over all Board meetings; provided, in the President's absence, the Vice President or another Board designee shall preside. The Secretary shall cause to be kept a minute book of Board meetings, recording all Board resolutions and all transactions and proceedings occurring at such meetings. Members may tape record or videotape Board meetings subject to reasonable rules the Board imposes.

2) Agenda Items. If Members entitled to cast at least 20% of the total votes in the Association petition the Board in writing to address an item of business, the Board shall place the petitioned item of business on its agenda at its next regular Board meeting or at a special meeting of the Board, which shall be held within 60 days after the receipt of the petition.

(g) Open Meetings; Executive Session

Subject to the provisions of Section 5.5, all Board meetings shall be open to all Members. Members shall have the right to attend all meetings of the Board and to speak on certain matters for at least three minutes as set forth in the Act.

Notwithstanding the above, the President may adjourn any Board meeting, reconvene in executive session, and exclude persons other than Directors to discuss with the Association's attorney any matters relating to pending or threatened litigation that are protected by the attorney-client privilege, or to discuss among the Board any other matter of a sensitive nature to the extent Florida law permits.

(h) Compensation of Directors and Officers

A director, officer, or committee member of the association may not directly receive any salary or compensation from the association for the performance of duties as a director, officer, or committee member and may not in any other way benefit financially from service to the association. This does not preclude:

(1) Participation by such person in a financial benefit accruing to all or a significant number of members as a result of actions lawfully taken by the board or a committee of which he or she is

a member, including, but not limited to, routine maintenance, repair, or replacement of community assets.

(2) Reimbursement for out-of-pocket expenses incurred by such person on behalf of the association, subject to approval in accordance with procedures established by the association's governing documents or, in the absence of such procedures, in accordance with an approval process established by the board.

(3) Any fee or compensation authorized in the governing documents.

(4) Any fee or compensation authorized in advance by a vote of a majority of the voting interests voting in person or by proxy at a meeting of the members,

(5) Any recovery of insurance proceeds derived from a policy of insurance maintained by the association for the benefit of its members.

ARTICLE VI

Officers

Section 6.1 Officers

The officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be members of the Board of Directors. The officers may be elected from among the Directors or Members of the Association and have such authority and perform such duties as the Board prescribes. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.2 Majority Vote

The Officer shall be chosen by majority vote of the Board of Directors.

Section 6.3 Term of Office

All officers shall hold office during the pleasure of the Board of Directors.

Section 6.4 President

The President shall preside at all meetings of the Board, and shall see that orders and resolutions of the Board are carried out, and sign all notices, checks, leases, mortgages, deeds and all other written instruments as may be incidental to the orders and resolutions of the Board.

Section 6.5 Vice President

The Vice President shall perform all the duties of the President in his absence.

Section 6.6 Secretary

The Secretary shall be the "ex officio" Secretary of the Board, and shall record the vote and keep the minutes of all proceedings in a book to be kept for such purpose. He shall keep the records of the Association. He shall record in a book kept for such purpose the names of all Members of the Association together with their addresses as registered by such Members.

The Secretary will provide updates to the FL Department of State, Division of Corporations in regards to the Association's Annual Report, making modifications and updates as a result of the election of Directors and the appointment of Officers at the first Director meeting which immediately follows the Annual Membership Meeting.

Section 6.7 Treasurer

- (a) 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; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall keep proper books of account and cause an annual audit of the Association's books to be made at the completion of each fiscal year. He shall prepare the annual budgets and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting. The Treasurer shall, upon written request of any holder of a first mortgage, furnish copies of the statements to such lender.
- (b) The Treasurer shall keep an account for each parcel owner designating the name and current address of the lot owner, the amount of each assessment, the date on which the assessments come due, the amount paid upon the account and the balance due.

Section 6.8 Removal and Vacancies

The Board may remove any Officer, by a vote of at least 2/3 of the Directors, whenever in its judgment the Association's best interest will be served and may fill any vacancy in any office arising because of death, resignation, removal, or otherwise for the unexpired portion of the term.

Section 6.9 Resignation

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at a later time specified therein. Unless the resignation specifies, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII Standard of Conduct

Section 7.1 Standards for Directors and Officers

The Board shall exercise its powers in a reasonable, fair, nondiscriminatory manner and shall adhere to the procedures established in the Governing Documents.

In performing their duties, Directors and Officers shall act as fiduciaries and shall be insulated from liability as provided for directors of corporations under Florida law and as otherwise provided by the Governing Documents. Directors and Officers shall discharge their duties as Directors or Officers, and as members of any committee to which they are appointed, in a manner that the Director or Officer believes in good faith to be in the best interest of the Association and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. A Director is entitled to rely on information, opinions, reports, or statements and other financial data, prepared or presented by others to the extent authorized under Florida law.

ARTICLE VIII

Committees

Section 8.1 Standing Committees

Each standing committee shall consist of a Chairman and two (2) or more Members and shall include a member of the Board. The Standing Committee shall be appointed by the Board immediately after each annual meeting to serve until the close of the next annual meeting.

Section 8.2 Executive Committees

The Board shall have the power to appoint an Executive Committee from among its membership and may delegate to any such Executive Committee any of its powers, duties and functions.

Section 8.3 Review of Complaints

It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties and activities in its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to the Board for resolution. If this is not possible, the member shall follow the process outlined in FS 720.311, as amended.

ARTICLE IX

Meeting of Members

Section 9.1 Annual Meetings

The regular annual meeting of the Members shall be held on the first Thursday in March of each year, provided, however, if the day is a legal holiday, the meeting shall be held on the following Thursday.

Section 9.2 Special Meetings

Special Meetings of the members may be called at any time by the President, the Vice President, the Secretary or the Treasurer, or by any two (2) or more Members of the Board. In addition, Special Meetings of the Members of the Association may be called upon the written request of the Members who have the right to cast one-fourth (1/4) of the total votes entitled to be cast under the provisions of Article V (Voting Rights) of the Articles at the time such written request is made.

Section 9.3 Notice

Notice of meetings shall be given to the members by the Secretary either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the books of the Association. Notices may be sent electronically, provided previous consent to receive such communication has been made by the member. Each member shall register his address with the Secretary, and notices of meetings shall be mailed or electronically mailed to him at such address. Notice of any regular or Special Meeting shall be mailed or electronically mailed at least ten (10) days in advance of the meeting, and shall set forth in general the nature of the business to be transacted.

Section 9.4 Quorum

The presence at the meetings of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the vote shall constitute a quorum for any actions governed by these By-Laws unless it is provided otherwise in the Declarations of Restrictions or the Articles, or elsewhere in these By-Laws.

ARTICLE X Proxies

Section 10.1 Form of Vote

At all meetings of members, each member entitled to vote may vote in person or by proxy.

Section 10.2 Proxies

Any Member who is entitled to cast a vote for his or her unit pursuant to the Governing Documents may cast such vote in person or by proxy, subject to the limitations of Florida law and subject to any specific provision to the contrary in the Governing Documents.

Every proxy shall be in writing, shall identify the unit for which it is given, shall be signed by the Member or the Member's duly authorized attorney-in-fact, and shall be dated and filed with the Association's Secretary prior to the meeting for which it is to be effective. Unless the proxy specifically provides otherwise, a proxy shall be presumed to cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid.

Every proxy shall be revocable and shall automatically cease upon: (a) conveyance of any unit for which it was given, (b) the Secretary's receipt of written notice of revocation of the proxy or of the death or judicially declared incompetence of a Member who is an individual given to the person presiding over a meeting of the Association, (c) attendance in person of the Person granting the proxy at any meeting for which the proxy, may otherwise be used, or, (d) 90 days from the date for which the proxy was originally given, unless the proxy specifies a shorter period.

Section 10.3 Proxy Voting

The Members have the right to vote in person or by proxy as follows:

- (a) Members voting by limited proxy must use a form substantially conforming to a limited proxy form adopted by the Division of Florida Condominiums, Homeowners Associations, Timeshares and Mobile Home (the "Division"). Limited proxies must be used for:
 - (1) Votes taken to waive or reduce reserves in accordance with 720.303(6), Florida Statutes;
 - (2) Votes taken to waive the financial reporting requirements of s. 720.303(7), Florida Statutes;
 - (3) Votes taken to amend the Declaration of Restrictions;
 - (4) Votes taken to amend the Articles of Incorporation or By-Laws pursuant to this subsection; and
 - (5) Any other matter for which the HOA Act requires or permits a vote of the lot owners.
- (b) General proxies may be used for other matters for which limited proxies are not required and may also be used in voting for nonsubstantive changes to items for which a limited proxy is required and given.
- (c) Limited proxies and general proxies may be used to establish a quorum.

- (d) Voting interests or consent rights allocated to a lot owned by the Association may not be exercised or considered for any purpose, whether for a quorum, an election, or otherwise.
- (e) Any proxy given is effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event is a proxy valid for longer than 90 days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the Lot Owner executing it, if any.

ARTICLE XI

Inspection of Books and Papers: Lender's Notices

Section 11.1 Inspection

Copies of the By-Laws, Articles, Declaration of Restrictions of the Association, and the bookkeeping records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

Section 11.2 Notices

Upon written request to the Association, identifying the name and address of the lender holding a lien on a Lot in the subdivision and the Lot encumbered by the lien, the lender will be entitled to timely written notice of:

- (a) Any condemnation loss or any casualty loss which affects a material portion of the subdivision or any Lot on which there is a first mortgage held, insured, or guaranteed by such lender;
- (b) Any delinquency in the payment of Assessments owned by the Lot Owner, subject to a first mortgage held, insured or guaranteed by such lender, which remains uncured for a period of sixty (60) days;
- (c) Any lapse, cancellation or material modification of any insurance policy or fidelity bond maintained by the Association;
- (d) Any proposed action which would require the consent of a specified percentage of mortgage holders.

ARTICLE XII

Parliamentary Rule

Section 12.1 The Rule

Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with the Declaration of Restrictions or the Articles of Incorporation.

ARTICLE XIII

Amendments

Section 13.1 Amendments

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a quorum of members present in person or by proxy.

ARTICLE XIV
Conflicts

Section 14.1 Conflicts

~~In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control.~~
If any provisions of these By-Laws conflicts with any provision of the laws of the State of Florida, the conflicting provision shall be null and void, though all other provisions of these By-Laws shall remain in full force and effect. If there are conflicts among the provisions of Florida law, the Articles of Incorporation, and these By-Laws, the provisions of the Florida law, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.

ARTICLE XV
Miscellaneous Provisions

Section 15.1 Action by Board of Directors

Unless specific actions are specifically required to be taken by the Members, all such actions may be taken by the Board through its proper Officers with or without a specific authorization.

Section 15.2 Gender and Plurality

Whenever the context so requires, the use of the masculine gender in these By-Laws shall be deemed to include all genders, the use of the singular to include the plural, and the use of the plural to include the singular.

Section 15.3 Captions

The captions used, if any, in these By-Laws are inserted solely as a matter of convenience and shall not be relied upon or used in construing the effect or meaning of any of the text that follows them.