

BYLAWS

OF

CURLEW LANDINGS HOMEOWNERS' ASSOCIATION, INC.

A corporation not for profit
under the Laws of the State of Florida

ARTICLE I

Identity

SECTION 1. These are the Bylaws of CURLEW LANDINGS HOMEOWNERS' ASSOCIATION, INC., hereinafter called "Association", a corporation not for profit organized under the laws of the State of Florida, the articles of incorporation of which have been filed in the office of the Secretary of State. The Association has been organized for the purpose of administering the premises located at Curlew Landings, a zero lot line development, hereinafter referred to as "Curlew Landings".

SECTION 2. The office of the Association shall be at 2400 West Bay Drive, Suite 428, Largo, Florida 33540.

ARTICLE II

The Association

SECTION 1. A person or persons or entity acquiring title to a lot in Curlew Landings thereby becomes a member of the Association; membership in the Association ceases when a member's title to a lot is conveyed.

SECTION 2. Place of Meeting. Meetings of the membership shall be held at the office of the Association, or at such other suitable place convenient to the membership as may be designated by the board of directors of the Association.

SECTION 3. Meetings. There shall be an annual meeting of all lot owners. The first meeting shall be held as soon after such entitlement occurs as is practicable. Thereafter, meetings of the membership of the Association shall be held annually; such meetings shall be on third Wednesday in July of each succeeding year, unless otherwise determined by a majority of the board of directors.

Subject to the provisions of the above paragraph, special meetings of the members may be called by the president of the Association, and shall be called by the president or secretary of the Association at the request in writing of a majority of the board of directors, or at the request in writing of 10 percent of the lot owners. Such requests shall state the purpose or purposes of the proposed meeting.

SECTION 4. Notice of Meetings. It shall be the duty of the secretary to post a notice of each annual or special meeting in a conspicuous place on the project property at least fourteen (14) days prior to the meeting, and to mail a notice of such meeting, stating the time and place where it is to

be held, to each member of record, at his address as it appears on the membership book of the Association, or if no Notice of a meeting may be waived by a lot owner and attendance at a meeting shall constitute a waiver of notice of the time and place of the meetings.

SECTION 5. Quorum. The presence in person or by proxy of lot owners representing a majority of the lots in the Development shall constitute a quorum. Any lot owner or owners entitled to vote at an Association meeting, but who fail to attend that Association meeting may sign the minutes of that Association meeting and thereby join in and ratify the actions of the Association at that meeting.

SECTION 6. Adjourned Meetings. If any meeting of members cannot be conducted because a quorum is not present, the members who are present may adjourn the meeting to a time not later than ten (10) days from the time the original meeting was called, in which case no additional notice need be given for such adjourned meeting and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

SECTION 7. Voting. At every meeting of the members, the owner or owners collectively of each lot, either in person or by proxy, shall have the right to cast one vote. The vote of the lot owners representing a majority of the lots represented at a meeting at which a quorum is present shall decide any question brought before such meeting, unless the question is one upon which, by express provisions of the laws of the State of Florida, or of the Articles, or of these Bylaws, a different vote is required, in which case such express provision shall govern and control.

SECTION 8. Proxies. A member may authorize another person to act for him by proxy. Such proxy must be signed by the member or his attorney-in-fact and automatically terminates ninety (90) days from date of execution, unless sooner revoked at the pleasure of the member authorizing the proxy.

ARTICLE III

Board of Directors

SECTION 1. Number and Qualification. The number of directors that shall constitute the board shall not be less than three (3) and shall initially be three (3). The number of directors may be increased by unanimous vote of the board of directors, or, after the lot owners are entitled to elect a majority of the board of directors as provided in Article IV below, by the vote of the lot owners representing a majority of the lot.

SECTION 2. Directors - Election. After the lot owners are entitled to elect a majority of the Board of directors as provided in Article IV below, directors elected by the lot owners shall be elected by a plurality of the votes cast at the annual meeting of the Association. Until the lot owners are entitled to elect all of the members of the board of directors, vacancies in the board of directors with respect to directors lot owners are entitled to elect, occurring between annual meetings, shall be filled by election by a plurality of the votes cast at a special meeting of the Association. At an election of directors each member entitled to vote shall be entitled to vote for as many nominees as there are vacancies to be filled. The Developer shall not be entitled to vote in such elections.

SECTION 3. Removal of Directors. Any member of the board of directors that the lot owners other than the Developer are entitled to elect may be removed from office with or without cause by the vote of lot owners representing a majority of the lots in the Development other than the lots owned by the Developer. Any member of the board of directors that the Developer is entitled to appoint may be removed from office with or without cause, and replaced, by the Developer.

SECTION 4. Filling Vacancies. After the lot owners are entitled to elect all of the members of the board of directors, vacancies in the board of directors occurring between annual meetings of members shall be filled by the election of new directors by the remaining directors, even though such remaining directors may constitute less than a quorum.

SECTION 5.

A. Term of Initial Unit Owner Directors. The term of the three (3) initial lot owner Directors receiving the highest number of votes at the first annual meeting of the members shall be for two (2) years. The other two (2) lot owner Directors elected at that meeting shall have a term of one (1) year. The terms of the Directors, as described in this paragraph A, shall continue until a Director's successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

B. Term of Director. The term of each Director's service, after the initial lot owner Board of Directors, shall be for two (2) years, or until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

SECTION 6. Powers and Duties. The board of directors shall have the powers and duties necessary or desirable for the proper administration of the affairs of the Association, and may do all acts and things appropriate thereto not excluded from the authority of the board of directors by Articles, or the Bylaws. The powers of the board shall include, but not be limited to, the following:

- (a) To prepare and adopt an annual operating budget, which budget shall be sufficient in amount to pay for all necessary expenses and expenditures to be shared in common by the respective owners of lots, including a reasonable reserve for repairs, upkeep and replacement of the common elements and for contingencies.
- (b) To prepare a detailed report of the acts, accounts, and statement of income and expense for the previous year, and present same at the annual meeting of members.
- (c) To determine who will act as legal counsel for the Association whenever necessary.
- (d) To determine the depository for the funds of the Association.
- (e) To acquire the necessary personnel needed for the maintenance, care, and upkeep of the common elements, and to set the salaries of said personnel.
- (f) To assess and collect all assessments.

SECTION 7. Management Agent. The board of directors may contract for the management and maintenance of the property and authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted to them, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

SECTION 8. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the board of directors before the services are undertaken.

SECTION 9. Meetings. Meetings of the board of directors shall be open to all lot owners and notice of such meetings shall be posted conspicuously on the property at least forty-eight (48) hours in advance, except in an emergency. Regular meetings of the 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 two such meetings shall be held during each fiscal year, and notice thereof shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting. Special meetings of the directors may be 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 time, place 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 two (2) directors.

SECTION 10. Waiver of Notice. A director may, in writing, waive notice of a meeting of the board of directors, and attendance at such meeting shall constitute a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

SECTION 11. 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 a quorum is present shall be the acts of the board of directors unless otherwise provided herein, or in the Articles. 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 12. Fidelity Bonds. All officers, directors or employees of the Association who control or disburse funds of the Association shall be fidelity bonded. The premium on such bonds shall be paid by the Association.

ARTICLE IV

Election of Directors by Lot Owners

SECTION 1. Upon fifteen (15) percent of the lots ultimately to become a part of Curlew Landings being conveyed to lot owners other than the Developer, such lot owners shall be entitled to elect no less than one-third of the members of the board of administration of the Association. A meeting to elect such director shall be called by the Association within sixty (60) days thereafter. Simultaneously with the election of the new director, the existing director shall resign.

SECTION 2. Lot owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the board of directors of the Association (i) three (3) years after fifty (50) percent of the lots ultimately to become a part of the Project have been conveyed to purchasers, or (ii) three (3) months after ninety (90) percent of the lots ultimately to become a part of Curlew Landings have been conveyed to purchasers, or (iii) when all of the lots ultimately to become a part of Curlew Landings have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, or (iv) when some of the lots have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever shall first occur.

SECTION 3. The Developer shall be entitled to elect not less than one (1) member of the board as long as the Developer holds for sale in the ordinary course of business five (5) percent of the lots ultimately to become a part of the Curlew Landings.

SECTION 4. Notwithstanding the foregoing, Developer may, prior to the time above provided, remove, but not replace the directors that it has appointed, in which event the lot owners shall elect directors to replace those who have been so removed.

ARTICLE V

Budget and Assessments

SECTION 1. The annual budget of the Association shall be adopted by the board of directors, subject to the right of the lot owners, to call a special meeting to consider and enact a budget in the case of an adopted budget requiring assessment against the lot owners in an amount exceeding one hundred fifteen (115) percent of the assessment for the preceding year. Each lot owner will be advised in writing of the amount payable by him during the following year.

SECTION 2. The board of directors shall collect the common charges assessed against lot owners. Monthly installments of the annual assessments shall be due and payable in advance on the first day of each month of the period for which assessed. If any such installment remains unpaid for more than twenty (20) days from the date due, the delinquent lot owner shall be deemed in default, and shall be obligated to pay interest at the legal rate on such common charges from the due date thereof, together with all expenses, including reasonable attorneys' fees and court costs, incurred by the board of directors in its efforts to collect same, and the Association may foreclose a lien for nonpayment of such charges and expenses. In the event that any installment of an assessment, whether monthly or otherwise, remains unpaid thirty (30) days after the same

shall become due, the board of directors may declare the entire annual assessment as to that delinquent lot owner due and payable immediately in full, as if the entire amount was originally due and payable on that date.

ARTICLE VI

Officers

SECTION 1. Designation of Officers. The principal officers of the association shall be a president, a secretary and a treasurer, all of whom shall be elected by the board of directors. The board of directors may also elect a vice president, an assistant treasurer and an assistant secretary, and such other officers as in their judgment may be desirable.

SECTION 2. Election of Officers. The officers of the Association 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 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 Association. He shall preside at all meetings of the Association. He shall have all of the general powers and duties which are usually vested in the office of the president of an association.

SECTION 5. Secretary. The secretary shall keep the minutes of all meetings of the board of directors, and the minutes of all meetings of the Association. Such minutes shall be available for inspection to all members of the Association and of the board of directors. The secretary shall also have charge of such books and papers as the board of directors may direct and shall perform all the duties normally incident to the office of the secretary of an association.

SECTION 6. Treasurer. The treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in 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 Association in such depositories as may from time to time be designated by the board of directors.

ARTICLE VII

Amendments

Unless otherwise provided by the Articles, these Bylaws may be amended by resolution adopted by a majority of the board of directors or by lot owners representing a majority of the lots.

The foregoing was adopted as the Bylaws of the Association by its board of directors on this _____ day of _____, 1983.

CURLEW LANDINGS HOMEOWNERS'
ASSOCIATION, INC.

BY: _____

Secretary

AMENDMENTS TO THE BYLAWS OF
CURLEW LANDINGS HOMEOWNERS ASSOCIATION, INC.

ARTICLE III.

Section 1. Board of Directors:

ADD :

The members elected by the owners other than the declarant shall have served on the executive committee for a period of at least one year. This shall not apply to the initial directors elected by the owners other than the declarant.

Section 6. Powers and Duties:

ADD:

G. Adopt and enforce Rules and Regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon and to establish penalties for infraction of such rules and regulations.

H. Suspend the voting rights and rights to use the recreational facilities of any member during any period in which such member is in default in payment of any assessment or fines levied by the Association. Such rights may also be suspended after notice for a period not to exceed sixty (60) days for infraction of the published rules and regulations.

Article VI is changed in its entirety as follows:

ARTICLE VI.
Officers and Their Duties.

Section 1. Enumeration of Officer. The officers of the association shall be a president, executive vice president, house and grounds vice president, recreational vice president, a sergeant at arms, a secretary, and treasurer. The above named officers shall constitute the Executive Committee of the Corporation.

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 members.

Section 3. Term. The officers of the association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in the association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board, from time to time, may determine.

Section 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. 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 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 unexpired term of the officer replaced.

Section 7. Multiple Offices. The officer 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:

- (a) **President:** 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 instruments, and shall co-sign all checks and promissory notes.
- (b) **Executive Vice President:** The Executive Vice President shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- (c) **Recreational Vice President:** The Recreational Vice President shall be in charge of the Recreational Center and shall have the responsibility of coordinating any social activities of the homeowners association.

- (d) **House and Ground Vice President:** The House and Grounds Vice President shall have the responsibility of overseeing the maintenance of the grounds of the common area. He shall also have the responsibility of overseeing the maintenance of the condition of the individual lot owners' units as is more fully set forth in the declaration.
- (e) **Sergeant at Arms:** The Sergeant at Arms shall be responsible for maintaining order at any and all meetings of the homeowners association and Board of Directors.
- (f) **Secretary:** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association together with their addresses; and perform such other duties as may be required by the board or by law.
- (g) **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all funds of the association, and shall disburse such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the association; shall keep proper books of account; shall cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.