

BY-LAWS OF WOODLANDS EAST HOMEOWNERS' ASSOCIATION, INC.
A Non-Profit Florida Corporation)

ARTICLE I

Section 1 Identity These are the By-Laws of WOODLANDS EAST 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 WOODLANDS EAST development, and to administer and enforce the provisions of the Notice of Declaration of Covenants, Conditions and Restrictions for WOODLANDS EAST recorded in O. R. Book 1449, Page 1361 Public Records of Seminole County, Florida, as they presently exist or may hereafter be amended, which Declaration imposes certain covenants, conditions and restrictions on WOODLANDS EAST according to the Plat thereof as recorded in Plat Book 27, Page 91, Public Records of Seminole 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 650 Douglas Road, Altamonte Springs, Florida.

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 in January 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, wither 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 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.

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

f. 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, including the right to charge reasonable admission and other fees for the use of common property.

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 these 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 provisions 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 employ personnel for reasonable compensation to perform the services required for proper 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. 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 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 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 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 Board of Directors and 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 in Article IV of the Articles of Incorporation), a one time entry fee of \$20.00 shall be paid to the Association.

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 quarterly on January 1, April 1, July 1 and October 1 of each year. This shall be in addition to the initial assessment and the annual assessment shall be prorated in the year of organization of the Association.

Until June 30, 1985, the annual assessment shall be \$96.00 per lot. Thereafter, the annual assessment shall be as determined by the Board of Directors of the Association.

ARTICLE VII

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 applicable 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 mended and these By-Laws, the Covenants and Restrictions shall control.

ARTICLE VIII

MORTGAGEES

Section 1 Notice to Corporation An owner or owners who mortgages his unit, 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 unit, however, any lien resulting from such unpaid assessment shall always be considered inferior and subordinate to the lien of said mortgagee.

ARTICLE IX

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.

The foregoing, were adopted as the By-Laws of WOODLANDS EAST 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 14th day of January, 1984⁵

(CORPORATE SEAL)

By William R. Hallenore
As Secretary

APPROVED:

William R. Hallenore
As President

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me
this 14th day of January, 1984 by
ELLSWORTH G. GALLIMORE and SHIRLEY P. GALLIMORE as President and
Secretary, respectively, of NORTH RIDGE HOMEOWNER'S ASSOCIATION,
INC., Inc., a Florida corporation on behalf of the corporation.

Louise A. Ward

Notary Public

My commission expires:

Notary Public, State of Florida

My Commission Expires Jan. 24, 1988

Bonded Thru Troy Fain Insurances, Inc.