

BY-LAWS  
OF  
VILLAS OF LAKE MAMIE HOMEOWNERS ASSOCIATION, INC.

1. GENERAL

1.1 These are the By-Laws of VILLAS OF LAKE MAMIE HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, (hereinafter "the Association").

1.2 The fiscal year of the Association shall be the calendar year.

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida", and the words "corporation not-for-profit", and the year of the incorporation.

1.4 The Trails West Phases I and II subdivision shall hereinafter be referred to as the "Subdivision".

1.5 The Villas of Lake Mamie shall hereinafter be referred to as the "Development".

2. MEMBERSHIP, VOTING QUORUM, PROXIES.

2.1 There shall be one vote for each lot. In no event, shall the total votes exceed the number of lots in the Development. One vote shall pass automatically with the title to each lot. The Trails, Inc. reserves for itself and designated successor Developers, the right to exercise all votes not so automatically conveyed. As used herein, the term "majority of owners" or similar phrase means the owners of the lots, including The Trails, Inc., who hold 51% or more of the votes.

2.2 A quorum at members' meetings shall consist of the owners of a majority of the lots. Decisions shall be made by a majority of the lot owners present at a meeting at which a quorum is present, except where approval by a greater number is required by the Articles of Incorporation, the By-Laws, or Covenants and Restrictions.

2.3 Proxies. At meetings of the membership, votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the secretary before the appointed time of the meetings. A member may withdraw his proxy at any time before it is voted.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP.

3.1 The first Annual Members' Meeting shall be held within ninety (90) days after the total number of subdivision lots held in the name of either The Trails, Inc. or in the name of any other builder who has purchased lots with the intent to construct dwelling units thereon for purposes of resale, constitutes less than 75% of the total lots in the subdivision. The purpose of the first annual meeting shall be for electing Directors and transacting any other business authorized to be transacted by the members. The second Annual Members' Meeting shall be held during the first week of November of the year following the year in which the First Annual Members' Meeting has been held. Thereafter, the Annual Members' Meeting shall be held annually the same day of the month of November as the second Annual Members' meeting, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members; provided, however, if that date is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday.

3.2 A Special Members' Meeting shall be held whenever called by the president or vice-president or by a majority of the

continue subsequently until a successor is duly executed and qualified, or until said Director is removed in the manner elsewhere provided herein or in the Articles of Incorporation. Those Directors not then serving pursuant to Article VI (b) shall hold such office for a two year term.

4.4 The Organizational Meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

4.5 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. Notice of regular meetings shall be given to each director personally or by mail, telephone or telegraph, at least three (3) days prior to the date named for such a meeting, unless notice is waived.

4.6 Special Meetings of the directors may be called by the president, and must be called by the secretary at the written request of one-third of the directors. Not less than three (3) days' written notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

4.7 Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

4.8 A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting in which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Articles of Incorporation or by these By-Laws.

4.9 The Presiding Officer of directors meetings shall be the president. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

4.10 Meetings of the Board of Directors shall be open to all lot owners and notice of meeting shall be posted conspicuously, forty-eight (48) hours in advance for the attention of owners except in an emergency. Minutes of all Board meetings shall be kept in a businesslike manner and available for inspection by lot owners at all reasonable times.

#### 5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

5.1 All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under common law and the statutes, the Articles of Incorporation and these By-Laws, and without limiting the generality of the foregoing, the following:

a. To make, levy and collect assessments against members and members' lots to defray the costs of the Association and to use the proceeds of said assessments in the exercise of the powers and duties of the Association.

b. To make and amend regulations governing the use of the property, real and personal, of the Association so long as its regulations do not conflict with the restrictions, the Certificate of Incorporation and these By-Laws.

c. To employ such personnel as may be required for the property operation of the Association.

## 6. OFFICERS

6.1 The executive officers of the Association shall be a president, a vice-president, a treasurer, a secretary and an assistant secretary, all of whom shall be elected annually by the Board of Directors at its organizational meeting and who may be preemptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the president shall not also be the secretary, an assistant secretary or the vice-president. The Board of Directors may from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

6.2 The president shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association including but not limited to, the power to appoint committees from among the members of the Association from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association.

6.3 The vice-president shall in the absence or disability of the president exercise the powers and perform the duties of the president. He shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the directors.

6.4 The secretary shall keep the minutes of all proceedings of the directors and the members. He shall be responsible for the giving and serving of all notices to the members and other notices required by law. He shall keep the records of the Association, except those of the treasurer, and shall perform all other duties incident to the office of secretary of an association required by the directors or the assistant secretary when the secretary is absent.

6.5 The treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts of receipts and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

7. FISCAL MANAGEMENT. The provisions for fiscal management of the Association are set forth in the Covenant and Restrictions, and the Articles of Incorporation shall be supplemented by the following provisions:

7.1 The assessment roll shall be maintained in a set of account books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments.

7.2 Budget. The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and adequate reserves accounting to good accounting practices. Copies of the proposed annual budget, together with a notice of the meeting at which such budget will be considered, shall be transmitted to each member not less than thirty (30) days prior to the meeting. Failure to do so shall not affect the liability of any member for payment of his proportionate share of the budget.

7.3 Assessments. Assessments against the lot owners of their share of the items of the budget shall be made for the

calendar year annually in advance on or before December 1 preceding the year for which the assessments are made. Such assessments shall be due in four (4) equal quarterly installments on the first day of January, April, June and September. If an annual assessment is not made as required, assessments shall be presumed to have been made in the amount of the last prior assessment and quarterly installments on such assessment shall be due upon each installment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors and the unpaid assessments for the remaining portion of the calendar year for which the amended assessment is made shall be due and payable in equal installments on the first day of each quarter remaining in the calendar year.

7.4 Acceleration of Assessment Installments Upon Default. If an owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the owner, and then the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the owners, or not less than twenty (20) days after the mailing of such notice to him by certified mail, whichever shall first occur.

7.5 Assessments for Emergencies. Assessments for common expenses for emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the owners. After such notice and upon approval in writing by persons entitled to cast more than one-half (1/2) of the votes of the owners, the assessment shall become effective, and it shall be due after thirty (30) days notice in such manner as the Board of Directors may require.

7.6 Assessments for Reserves. Assessments for reserves that cannot be paid from the annual assessments for such items shall be made only after notice of the need for such is given to the owners. After such notice and upon approval in writing by persons entitled to cast more than one-half (1/2) of the votes of the owners, the assessment shall become effective, and it shall be due after thirty (30) days notice in such manner as the Board of Directors may require.

7.7 The depository of the Association shall be such bank or banks as shall be designated by the Directors from time to time and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by check signed by such persons as are authorized by the directors.

7.8 A review of accounts of the Association shall be made annually and a copy of the review report shall be available to each member not later than the second Monday in March of the year following the year for which the report is made.

7.9 Written summaries of the accounting records of the Association shall be supplied at least annually to each member.

## 8. PARLIAMENTARY RULES

8.1 Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Articles of Incorporation or these By-Laws.

9. AMENDMENTS. These By-Laws may be amended in the following manner:

9.1 Developer's Right to Amend. The Developer shall have the right to amend these By-Laws for so long as Developer owns Lots within the Subdivision.

Upon the date in which the final unit in the development is purchased, amendments of these By-Laws will be governed by the following provisions:

9.2 Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.3 A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approval must be either by:

a. Not less than sixty-five percent (65%) of the entire membership of the Board of Directors and by not less than sixty-five (65%) percent of the votes of the entire membership of the Association; or

b. By not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

9.4 Proviso. Provided, however, that no amendment shall discriminate against any owner nor against any class or group of owners unless the owner so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or restrictions.

#### 10. RECORDS OF ASSOCIATION.

10.1 All of the books and records of the Association shall be kept in a businesslike manner and shall be available for inspection by any member at reasonable times.

The foregoing were adopted as the By-Laws of VILLAS OF LAKE MAMIE HOMEOWNERS ASSOCIATION, INC., a corporation not-for-profit under the laws of the State of Florida, at the first meeting of the Directors and/or by written action on the 1st day of June, 1988.

Harlem M. Logan-Hay  
Secretary

VILLAS OF LAKE MAMIE HOMEOWNERS ASSN., INC.  
GUIDELINES FOR NEW CONSTRUCTION

1. Review and comply with Trails West and Villas of Lake Mamie Covenants and Restrictions and the Trails West HOA Architectural Review Committee Guidelines unless more restrictive guidelines are set forth herein as applicable to the Villas of Lake Mamie.
2. The building materials and color scheme of every building must have the approval of the Trails West ARC and the Lake Mamie Board of Directors.
3. Exterior materials and colors of the walls, trim and roofs of each unit in a building shall be identical.
4. Building materials may consist of wood, wood grained cementitious siding, and stucco over lath or concrete block. No painted concrete block is allowed.
5. Exterior color must be approved. Guidelines: existing colors, light neutral colors.
6. Roofs must be of asphalt or fiberglass shingle (architectural design preferred). Chimneys must have "crickets" on roof line.
7. Roof gutters must be 6" wide and have a screening to prevent leaves from entering the downspouts. Downspouts must be placed so as to avoid soil erosion. If underground drainage is necessary, thick-walled PCV pipe must be used.
8. Sidewalks and driveways must be poured concrete or pavers (no asphalt or mulch or gravel).
9. All units must have a two-car garage (no carports allowed). Garage doors must be paneled.
10. No swimming pools or outside spas are allowed. No basketball goals and no skateboard ramps are permitted.
11. Every unit must have an underground irrigation system with timer (clock) mounted on the outside of the unit for access by the association if necessary.
12. All air conditioning units, water softeners and other equipment are to be enclosed by a wall with gate.

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13. All units must be landscaped with sufficient number and size plant materials so as to be attractive from all sides. Special attention must be given to the rear of the units on the water and any other units where the rear is visible from another home.
14. No docks are allowed on the lagoon portion of Lake Mamie. Electric motor, <sup>sail</sup> ~~boat~~ and paddle boats only are allowed on Lake Mamie and the lagoon; these boats must be stored under the deck of the unit and camouflaged or hidden from view.
15. Construction site: Must provide a dumpster to contain all building debris; no construction work permitted before 7:00 am or after 6 pm; no construction work on Sundays; no signs are allowed except one permit sign may display the name of the contractor; no subcontractor signs; no excessive noise from audio equipment.