

BY-LAWS
OF
BENEVA OAKS MAINTENANCE AND PROPERTY
OWNERS' ASSOCIATION, INC.

1. Identity. These are the By-Laws of Beneva Oaks Maintenance and Property Owners' Association, Inc., called "Association" in these By-Laws, a corporation not for profit, under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on August 29, 1978. The Association has been organized for the purpose of administering the Declaration of Maintenance Covenants and Restrictions for "Beneva Oaks" which Declaration is recorded in Official Record Book 1296 Page 1739 Public Records of Sarasota County, Florida, and for such other purposes as set forth and specified in the Articles of Incorporation referenced above.

1.1 The office of the Association shall be at 100 S. Washington Boulevard, Sarasota, Florida 33577.

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", the words "CORPORATION NOT FOR PROFIT", and the year of incorporation.

2. Members' Meetings.

2.1 The annual members' meeting shall be held at the office of the corporation at 11:00 o'clock A.M. Eastern Standard Time, on the 3rd of February of each year, for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday.

2.2 Special Members' Meetings shall be held whenever called by the President or Vice President, or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third of the votes of the entire membership.

2.3 Notice of all members' meetings stating the time and place and the objects for which the meeting is called, shall be given by the President, Vice President or Secretary, unless waived in writing. Such notice shall be delivered in writing by regular mail to each member at his address as it appears on the books of the Association, and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the Affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

2.4 A Quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership, the acts approved by a majority of the votes 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 of Maintenance Covenants and Restrictions, the Articles of Incorporation, or by these By-Laws.

2.5 Voting.

(a) In any meeting of members, the owners of lots or parcels shall be entitled to cast one (1) vote for each lot or parcel owned.

(b) If the property is owned by one (1) person, his right to vote shall be established by the record title to his property. If property is owned by more than one (1) person, the person entitled to cast a vote for the property shall be designated by a certificate signed by all of the record owners of the property and filed with the Secretary of the Association. If the property is in multiple ownership, as defined in the Articles of Incorporation, the person entitled to cast the vote for the property in multiple ownership, shall be designated by a certificate signed by the multiple owners or in the event of a corporation or other similar entity, by the President or Vice President, and attested by the Secretary of Assistant Secretary, and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent

certificate or until a change in the ownership of the property concerned. If such a certificate is not on file, or has been previously revoked, the vote of the owners of such property shall not be considered in determining the requirement for a quorum nor for any other purpose.

2.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting, or any adjournment of the meeting.

2.7 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.8 The Order of Business at annual members' meetings and as far as practical at other members' meetings, shall be:

- (a) Election of Chairman of the meeting.
- (b) Calling of the Roll and certifying of proxies.
- (c) Proof of Notice of Meeting or Waiver of Notice.
- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of Committees.
- (g) Election of inspectors of election.
- (h) Election of Directors.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

3. Directors.

3.1 Membership. The affairs of the Association shall be managed by a Board of not less than three, nor more than five Directors, the exact number to be determined at the time of election by vote of the membership.

3.2 Election of Directors.

The election of Directors shall be conducted in the following manner.

(c) Election of Directors shall be held at the annual members' meetings.

(b) A nominating committee of five (5) members shall be appointed by the Board of Directors not more than thirty (30) days prior to the annual members' meeting.

The committee shall nominate one person for each Director then serving. Nominations for additional directorships created at the meeting, shall be made from the floor, and other nominating may be made from the floor.

(c) The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.

(e) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created, shall be filled by the members of the Association at the same meeting.

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

3.4. The organization 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 organization meeting shall be necessary.

3.5. 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 meeting shall be given to each Director personally or by mail, telephone or telegraph, and posted conspic-

uously forty-eight (48) hours in advance for the attention of property owners, prior to the day named for such meetings, except as in the case of an emergency.

3.6 Special meetings of the Directors may be called in the same manner as provided in Paragraph 3.5 above.

3.7 Waiver of Notice. 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.

3.8 A quorum at Directors' meetings, shall consist of a majority of the present Board of Directors. The acts approved by a majority of the votes present at a meeting at which a quorum is present, shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Maintenance Covenants and REstrictions, the Articles of Incorporation or these By-Laws.

3.9 Adjourned meetings. 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, until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

3.10 Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting, shall constitute the presence of such director for the purpose of determining a quorum.

3.11 The presiding officer of Directors' meetings shall be the Chairman of the Board if such an officer has been elected, and if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

3.12 The Order of Business at Directors' meetings shall be:

- (f) Calling of Roll.
- (b) Proof of due notice of meeting.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of Officers.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

3.13 There shall be no Director's fees.

4. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the Non Profit Corporation Act, Declaration of Maintenance Covenants and Restrictions, Articles of Incorporation, and these By-Laws, shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by property owners when such is specifically required. The Association shall maintain accounting records according to good accounting practices, and such accounting records shall be open to inspection by property owners or their authorized representatives at reasonable times, and written summaries of same shall be supplied at least annually to property owners or their authorized representatives. Such records shall include:

- (a) A record of all receipts and expenditures.
- (b) An account for each member, which shall designate the name and address of the property owner, the amount of each assessment, the dates and amounts in which the assessments come due, the amounts paid upon the account, and the balance due.

5. Officers.

5.1 The executive officers of the Association, shall be a President, who shall be a Director, a Vice President who shall be a Director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors, and who may be peremptorily 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 or an Assistant Secretary. The Board of Directors from

time to time shall 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.

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

5.3 The Vice President in the absence or disability of the President, shall exercise the powers, and perform the duties of the President. He also shall assist the President generally, and exercise such other powers and perform such other duties, as shall be prescribed by the Directors.

5.4 The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors, and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. 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, and as may be required by the Directors, or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

5.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer.

5.6 The compensation of all officers and employees of the Association shall be fixed by the Directors. The provision that there shall be no directors' fees, shall not preclude the Board of Directors from employing a Director as an employee of the Association.

6. Fiscal management. The provisions for fiscal management of the Association set forth in the Declaration of Maintenance Covenants and Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

6.1. Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate:

(a) Current expenses, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements or to operations. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year.

(b) Reserve for deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually.

(c) Reserve for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(d) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property.

(e) Operations, which shall include the gross revenues derived by the Association. Only the additional direct expense required by the revenue-producing operation will be charged to this account, and any surplus from such operation shall be used to reduce the assessments for current expense in the year following the year in which the surplus is realized. Losses from operations shall be met by special assessments against property owners, which assessments may be made in advance to provide a working fund.

6.2. Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices.

as follows:

(a) Current expenses, the amount for which shall not exceed 115% of the budget for this account for the prior year.

(b) Reserve for deferred maintenance, the amount of which shall not exceed 115% of the budget for this account for the prior year.

(c) Reserve for replacement, the amount for which shall not exceed 115% of the budget for this account for the prior year.

(d) Provided however, that the amount for each budgeted item may be increased over the foregoing limitations when approved by a majority of the membership of the Association.

(e) Copies of the budget, proposed assessments, and notice of the meeting at which the budget will be considered, shall be transmitted to each member at least thirty (30) days prior to the date established for the budgetary meeting.

6.3 Assessments. Assessments against the property owners for their share of the items of the budget shall be made for the calendar year annually in advance, preceding the year for which the assessment is made. Such assessments shall be due either monthly or quarterly, at the option and discretion of the Board of Directors. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment, and monthly or quarterly instalments on such assessment shall be due upon each installment payment 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 if the accounts of the amended budget do not exceed the limitations for that year. Any account that does not exceed such limitations, shall be subject to the approval of the membership of the Association, as previously required in these By-Laws. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made, shall be due upon the date of the assessment if made on or after July 1; and if made prior to July 1, one-half the increase shall be due upon the date of

the assessment and the balance of the assessment upon the next July 1. The first assessment shall be determined by the Board of Directors of the Association.

6.4 Acceleration of assessment installments upon default. If a property 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 property owner, and then the unpaid balance of the assessment shall come due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the property owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

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

6.6 The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors, and in which the moneys of the Association shall be deposited. Withdrawal of moneys of the Association from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

6.7 The Audit of the accounts of the Association shall be made annually by a Certified Public Accountant, and a copy of the audit report shall be furnished to each member not later than April 1st of the year following the year for which the audit is made.

6.8 Fidelity bonds shall be required by the Board of Directors from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors, but shall

be not less than one-half the amount of the total annual assessments against members for expenses. The premiums on such bonds shall be paid by the Association.

7. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Maintenance Covenants and Restrictions, the Articles of Incorporation, or these By-Laws.

8. Amendments. These By-Laws may be amended in the following manner:

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

8.2 A resolution adopting an amendment may be proposed by either the Board of Directors of the Association, 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, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) Not less than 51% of the entire membership of the Board of Directors and by not less than 51% of the votes of the entire membership of the Association, OR

(b) By not less than 60% of the votes of the entire membership of the Association.

8.3 Execution. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the President of the Association and attested to by the Secretary thereof. The original of such certificate, shall be attached to the original By-Laws, provided however, at such time as amendments have become so numerous as to make the reading and interpretation of these By-Laws difficult, then all such duly approved amendments shall be incorporated into a new set of By-Laws styled, "Amended By-Laws". The Amended By-Laws shall be executed by the President of the Association and attested to by the Secretary thereof.