

**BYLAWS
OF
CONWAY GROVES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

IDENTITY

Section 1. Name of Corporation. These are the By-Laws of CONWAY GROVES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The Articles of Incorporation of the Association have been or will be filed in the office of the Secretary of State of Florida. The Association has been organized for the purpose of administering the residential development known as Conway Groves, which is located on real property situate in Orange County, Florida, more particularly described in the Declaration.

Section 2. Location. The office of the Association shall initially be at 151 Southhall Lane, Suite 230, Maitland, Florida 32751.

Section 3. Fiscal Year. The fiscal year of the Association shall be from January 1st to December 31st of each year.

Section 4. Corporate Seal. The seal of the Association shall bear the name of the Association and the words "Corporation not for profit".

ARTICLE II

DEFINITIONS

The words and terms used in these By-Laws as they exist from time to time (unless the context shall clearly indicate otherwise) shall have the meanings ascribed to them in the Declaration of Protective Covenants and Restrictions for Conway Groves, as recorded among the Public Records of Orange County, Florida and as it may from time to time be amended.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within thirteen (13) months from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on a date to be determined by the Board which date shall be within thirteen (13) months of the preceding annual meeting. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of the representatives of Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership. 29

Section 3. Notice of Meetings. Except in the event of an emergency, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each person or entity entitled to vote thereat, addressed to the person's address last appearing on the books of the Association, or supplied by such person to the Association for the purpose of notice, and by posting notice in a conspicuous place on the property of the Association at least 48 hours in advance. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notices of meetings at which any assessments are to be determined shall specifically state that such assessments will be considered and contain a statement of the nature of such assessments.

Section 4. Quorum. The presence at the meeting of Voting Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Voting Members (or their representatives) entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable at the discretion of the Member.

Section 6. Adjourned Meetings. If any meeting cannot be properly held 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.

Section 7. Order of Business. The order of business at annual Members' meetings and as far as practical or applicable at other Members' meetings, shall be:

- A. Call to order by President.
- 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. Determination of number of directors.
- H. Election of directors.
- I. Unfinished business.
- J. New business.
- K. Adjournment.

ARTICLE IV

DIRECTORS

Section 1. Membership. The affairs of this Association shall be managed under the direction of at least three (3) directors who need not be Members of the Association. The number of directors may be increased from time to time.

Section 2. Term of Office. At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) director for a term of three (3) years; provided, however, that the Declarant shall be entitled (but not obligated) to appoint one (1) director for so long as the Declarant is the owner of any portion of the Property or the Additional Property.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination of Directors. Nomination for election to the Board may be made by a nominating committee or, in the absence of a nominating committee, by any Member. Nominations may also be made from the floor at the annual meeting. If desired by the Board, the nominating committee shall consist of a chairman, who shall be a member of the Board, and two or more Members of the Association. The nominating committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election of Directors. Election to the Board shall be by secret written ballot. At such election the Members (or their designated representative) or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Organizational Meeting. The organizational meeting of a newly-elected Board shall be held after 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.

Section 2. Regular Meetings. The regular meetings of the Board 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, and shall be transmitted at least three days prior to the meeting. Except in the event of emergency meetings, a notice of all meetings shall be posted conspicuously 48 hours in advance for the attention of Members of the Association.

Section 3. Special Meetings. The special meetings of the Board may be called by the President and must be called by the Secretary at the written request of one-third of the directors. 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, and shall be transmitted not less than three days prior to the meeting. Notice of a special meeting shall be posted conspicuously 48 hours in advance for the attention of Members of the Association except in an emergency.

Section 4. All Meetings. All meetings of the Board shall be open to all Members of the Association.

Section 5. Waiver Of Notice. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the giving of notice.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

1. adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
2. ~~suspend the voting rights~~ and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
3. exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not reserved to the Membership, by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
4. declare the office of a member of the Board to be vacant in the event such member shall be absent without cause from three (3) consecutive regular meetings of the Board; and
5. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties of Directors. It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:

(1) fix the amount of the Annual Assessments against each Lot at least thirty (30) days in advance of each Annual Assessment period;

(2) send written notice of each Assessment to every Owner subject thereto at least thirty (30) days in advance of each Annual Assessment period; and

(3) foreclose the lien against any Lot for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any Owner liable for an Assessment, a certificate in writing signed by an officer of the Association setting forth whether or not said Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be prima facie evidence of payment of any Assessment therein stated to have been paid.

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association and/or covering improvements and activities on the Common Property and/or activities of the Association otherwise provided herein or in the Articles of Incorporation or the Declaration;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Areas to be maintained;

(h) perform such other functions and duties as are reserved to the Board hereby or by the Declaration, the Articles of Incorporation or at law.

ARTICLE VIII

OFFICERS

Section 1. Officers, Election and Terms of Office. The principal officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board at the first meeting of the Board immediately following the annual meeting of the Members, and shall hold their respective offices from the date of the meeting at which elected until the time of the next succeeding meeting of the Board following the annual meeting of the Members. The Board shall have the power to elect or appoint, for such term as it may see fit, such other officers and assistant officers and agents as it may deem necessary, and to prescribe such duties for them to perform as it may deem advisable.

Section 2. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 3. Removal and Resignation of Officers. Any officer or agent elected or appointed by the Board may be removed with or without cause by the Board whenever in its judgment the best interests of the Association will be served thereby.

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 4. Vacancies. Any vacancy, however occurring, in any office may be filled by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 5. Multiple Offices. The offices of the Secretary and the 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 2 of this Article.

Section 6. President. Except as otherwise provided in these By-Laws, the President, subject to the directions of and limitations imposed by the Board, shall perform all the duties and have all the power usually pertaining and attributed by law or otherwise to the office of the President of the Association. He shall preside at all meetings of the Board. The President, unless some other person is thereunto expressly authorized by resolution of the Board, shall execute all contracts, deeds, mortgages, bonds and other instruments and papers in the name of the Association and on its behalf; subject, however, to the control, when exercised, of the Board. The President shall co-sign all checks and promissory notes. He shall also see that orders and resolutions of the Board are carried out.

Section 7. Vice-President. The Vice-President shall have the powers and perform such duties as may be delegated to him by the Board, or in the absence of such action by the Board, by the President. In case of the death, absence, or inability of the President to act, except as may be expressly limited by action of the Board, the Vice-President may perform the duties and exercise the powers of the President following the death of the President or during the absence or inability of the President to act.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the Members and the Board in a book or books to be kept for such purposes, and also, when so requested, the minutes of all meetings of committees in a book or books to be kept for such purposes. He shall attend to giving and serving of all notices, and he shall have charge of all books and papers of the Association, except those hereinafter directed to be in charge of the Treasurer, or except as otherwise expressly directed by the Board. The Secretary shall be the

custodian of the seal of the Association and cause to be affixed the seal of the Association on all papers requiring said seal. The Secretary may sign as Secretary of the Association, with the President, in the name of the Association and on its behalf, all contracts, deeds, mortgages, bonds, notes and other papers, instruments and documents, except as otherwise expressly provided by the Board, and as such Secretary he shall affix the seal of the Association thereto. The Secretary shall keep appropriate current records showing the Members of the Association together with their addresses. Under the direction of the Board, or the President, the Secretary shall perform all the duties usually pertaining to the office of Secretary; and he shall perform such other duties as may be prescribed by the Board, or the President.

Section 9. Treasurer. 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; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

BOOKS AND RECORDS

This Association shall keep correct and complete books, records and papers and shall at all times, during reasonable business hours, be subject to inspection by any Member. Records of all books of account and minutes of all meetings of the Members and of the Board of Directors shall be kept for 7 years.

The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association Annual, Special and any other Assessments which are secured by a continuing lien upon the Lot against which the Assessments are made. Any Assessments which are not paid when due shall be delinquent. If any Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and

reasonable attorneys' fees of any such action shall be added to the amount of such Assessment. No Owner may waiver or otherwise escape liability for the Assessments provided for in the Declaration by non-use of the Common Areas or abandonment of his Lot.

ARTICLE XI

AMENDMENT OF BY-LAWS

Section 1. Amendment. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted, by Declarant at any time so long as Declarant owns any Lots, or at a regular or special meeting of the Members, by a vote of a majority of each class of Members present in person or by proxy at a duly called meeting, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. Conflict. 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 Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the CONWAY GROVES HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, and

THAT the foregoing By-Laws constitute the By-Laws of said Association, as duly adopted by the Board of Directors thereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this __ day of _____, 1996.

Secretary