

*Revised*

RECORD VERIFIED  
JED PITTMAN  
Clerk Circuit Court, Volusia County  
By S. Maham 13

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BY-LAWS

143632

OF

TALL PINES COMMUNITY ASSOCIATION, INC.

FILED RECORD  
*Sec. Maham*  
CLK. CIRCUIT COURT, VOLUSIA COUNTY, FL  
APR 10 6 27 PM '85

ARTICLE I

NAME AND LOCATION

The name of the corporation is TALL PINES COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 2320 U. S. Highway 19 North, Palm Harbor, Florida, but meetings of members and directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to TALL PINES COMMUNITY ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Master Declaration of Covenants, Conditions and Restrictions for TALL PINES, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property (including the improvements thereon) now or hereafter owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, Unit or Parcel which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include AMERICAN MANAGEMENT AND DEVELOPMENT CORPORATION,

THIS INSTRUMENT PREPARED BY & RETURN TO:  
DONALD R. HALL, ATTORNEY  
COZA and HALL, P.A.  
CLEARWATER, FL 33516-0013  
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BY-LAWS

Section 6. "Declarant" shall mean and refer to AMERICAN MANAGEMENT AND DEVELOPMENT CORPORATION, its successors and assigns, as provided in the Declaration.

Section 7. "Declaration" shall mean and refer to the Master Declaration of Covenants, Conditions and Restrictions for TALL PINES applicable to the Properties recorded in the Public Records of Pasco County, Florida.

Section 8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 9. "Unit" shall mean and refer to a multifamily residential unit.

Section 10. "Parcel" shall mean and refer to any part of the Properties other than Common Area, Lots, Units, dedicated streets and roads, and land owned by a governmental body or agency or public utility company, whether or not such Parcel is developed or undeveloped, and without regard to the use or proposed use of such Parcel. Any Parcel, or part thereof, however, for which a subdivision plat is filed of record or for which a declaration of condominium is filed of record shall, as to such portion, cease being a Parcel, or part thereof, and shall become Lots or Units, as appropriate.

Section 11. All other terms defined in the Declaration shall have the same meaning when used herein.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within the first quarter-year after one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday or Saturday or Sunday, the meeting will be held on the first day following which is not a legal holiday, Saturday or Sunday.

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

Section 3. Notice of Meetings. 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. 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.

(a) Notice of any meeting called for the purpose of taking any action authorized under Section 3 or 4 of Article VI of the Declaration shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of such meeting either by mailing a copy of such notice, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice, or by delivering the same to the member's address.

(b) Notice of all other meetings shall be given at least fifteen (15) days in advance to each member, either by mailing or delivering a copy of such notice, addressed to the member's address last appearing on the books of the Association, or by delivering the same to the member's address.

(c) Delivery of notice pursuant to subsection (a) or (b) to any co-owner of a Lot, Unit or Parcel shall be effective upon all such co-owners of such Lot, Unit or Parcel, unless a co-owner has requested the Secretary in writing that notice be given such co-owner and furnished the Secretary with the address to which such notice may be delivered by mail.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) 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

members 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 represented.

Section 5. Proxies. At all meetings of members, 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 and shall automatically cease upon conveyance by the member of his Lot, Unit or Parcel.

Section 6. Majority Vote. The acts approved by a majority of the votes cast, either in person or by proxy, at a meeting at which a quorum is established shall constitute the acts of the members, except when approval by a greater or different voting majority is required by the Declaration, the Articles of Incorporation or these By-Laws.

Section 7. Voting Members. If a Lot, Unit or Parcel is owned by one person, his right to vote shall be established by the record title to the Lot, Unit or Parcel. If a Lot, Unit or Parcel is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote of the corporation therefor shall be designated in a certificate for this purpose signed by the president or a vice president, and filed with the Secretary of the Association; provided, however, that with regard to any Lots, Units or Parcels owned by AMERICAN MANAGEMENT AND DEVELOPMENT CORPORATION such certificate is sufficient if signed by any division president or division vice president thereof. Except as hereafter provided with regard to a Lot, Unit or Parcel owned jointly by a husband and wife, if a Lot, Unit or Parcel is owned by more than one (1) person, the person entitled to cast the vote therefor shall be designated in a certificate signed by all of the record owners of the Lot, Unit or Parcel and filed with the Secretary. The person designated in a certificate pursuant to this Section who is entitled to cast the vote for a Lot, Unit or Parcel, as well as any sole owner of a Lot, Unit or Parcel, shall be known as the "voting member". Such certificates shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the

ownership of the Lot, Unit or Parcel concerned. If a Lot, Unit or Parcel is owned jointly by husband and wife, the following four provisions are applicable thereto:

(a) They may, but they shall not be required to, designate a voting member.

(b) If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.

(c) If they do not designate a voting member, and only one is present at a meeting, the person present may cast the vote, just as though he or she owned the Lot, Unit or Parcel individually and without establishing the concurrence of the absent person.

(d) If either or both are present at a meeting, the Lot, Unit or Parcel shall be counted as present for the purpose of determining a quorum.

Section 8. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of members by a writing signed either before, at or after such meeting. Attendance by an Owner or his designated voting member at a meeting shall also constitute a waiver of the time, place and purpose of the meeting.

Section 9. Determination of Membership. For the purpose of determining the person entitled to notice under any provision of these By-Laws, the Articles of Incorporation, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of a date set by the Board of Directors, which date shall not be more than sixty (60) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the sixtieth (60th) consecutive calendar day prior to the date of such notice or of such meeting.

Section 10. Calculations. All determinations as to acreage calculations for voting or assessment purposes shall be made by the

Secretary in good faith, based upon such information as is available to the Association. The Owner of any Parcel shall provide the Secretary with either a surveyor's or engineer's certification under seal of the acreage contained within such Parcel, unless the Board of Directors permits other evidence thereof. In the event the Owner of a Parcel or any other member shall dispute the acreage contained within a Parcel, it shall be incumbent upon such member to convincingly establish the actual acreage thereof.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect one-third (1/3) of the directors for a term of one (1) year, one-third (1/3) of the directors for a term of two (2) years, and one-third (1/3) of the directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect one-third (1/3) of the directors for a term of three (3) years. A director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

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 of directors, even though less than a quorum, 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 all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more other persons. The Nominating Committee shall be appointed by the Board of Directors 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 of Directors 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. Election to the Board of Directors shall be by secret written ballot. At such election, the members 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. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors present in person or by proxy shall constitute a quorum for the

transaction of business. Every act or decision done or made by a majority of the directors present in person or by proxy at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meeting. If at any meeting of the Board of Directors there shall be less than a quorum present, a 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.

Section 6. Joinder of 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 and the action taken, and shall also constitute a waiver of notice as to such meeting.

#### ARTICLE VII

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

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

(a) 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;

(b) suspend the voting rights and right to use of the Common Area, including all 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 sixty (60) days for infraction of published rules and regulations;



(c) exercise for the Association all powers, duties, rights and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) authorize the execution of any easement as provided in Article IV of the Articles of Incorporation, or other assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation or these By-Laws.

Section 2. Duties. It shall be the duty of the Board of Directors 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 at 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 this 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 assessment against each Lot, Unit or Parcel 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 property for which assessments are not paid within thirty (30) 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 person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) cause the Common Area, other land and improvements, for which the Association is obligated for maintenance by the Declaration, to be maintained; and

(h) perform such other functions and duties as may be provided by the Declaration or the Articles of Incorporation and not expressly reserved to the members.

#### ARTICLE VIII

##### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be members of the Association.

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 the members.

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Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for 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 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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 remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held simultaneously 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 written instruments.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) 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 on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) 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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; 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.

Section 9. Duties Fulfilled by Manager. The Secretary and Treasurer may either or both be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manager is employed, the manager may have custody of such books of the Association as the Board of Directors determines necessary or appropriate.

#### ARTICLE IX

#### COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws, and an Architectural Control Committee, as provided in the Declaration of Covenants, Conditions and Restrictions. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X

#### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. 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 XI  
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate allowed by law, 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 waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot, Unit or Parcel.

ARTICLE XII  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

TALL PINES  
COMMUNITY ASSOCIATION, INC.  
FLORIDA  
"NOT FOR PROFIT"  
1985

The Association may use the before described Seal, a common seal, or any facsimile thereof.

ARTICLE XIII  
AMENDMENTS

Section 1. 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 present in person or by proxy.

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

ARTICLE XIV  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of March and end on the last day of February of every year, except that the first fiscal year shall begin on the date of incorporation.

The foregoing was adopted as the By-Laws of TALL PINES COMMUNITY ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 12 day of MARCH, 1985.

TALL PINES COMMUNITY ASSOCIATION,  
INC.

By: 

Secretary



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