

Dec 2, 1994
DATE MICROFILMED

COURTHOUSE TOWER
LOCATION

Christe Charles
CAMERA OPERATOR
DEPUTY CLERK, CIRCUIT COURT

BY-LAWS

REL: 16459
REC: 2382

OF

VILLAGE OF PALM BAY HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
DEFINITIONS

- 1.1 "Association" shall mean VILLAGE OF PALM BAY HOMEOWNERS' ASSOCIATION, INC.
- 1.2 "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements for VILLAGE OF PALM BAY, to be recorded among the Public Records of Dade County, Florida.
- 1.3 "Articles" shall mean the Articles of Incorporation for the Association.
- 1.4 All definitions contained in the Declaration are incorporated herein by reference.

ARTICLE II
OFFICE

The principal office of the Association shall be located at 814 S.E. 7th Terrace, Florida City, Florida 33034, or such other place in Dade, Broward or Palm Beach County, Florida, as the Board of Directors may, from time to time, determine.

ARTICLE III
MEMBERS AND MEMBERSHIP MEETINGS

3.1 Membership. Every Unit Owner and the Declarant shall be a Member of the Association, and no Owner shall have more than one membership in the Association. Memberships in the Association shall not be assignable, except to the successor-in-interest of the Owner, and every membership of an Owner (other than the Declarant) in the Association shall be appurtenant to and may not be separated from the fee ownership of his Unit. Ownership of such Unit shall be the sole qualification for membership of an Owner (other than the Declarant) in the Association. As long as Declarant owns any portion of the Land, Declarant shall be a Member.

3.2 Classes of Voting Membership. The Association shall initially have two (2) classes of voting Members, as follows:

Class A. Class A Members shall be all Owners, with the exception of Declarant, for so long as there exists a Class B membership. Declarant shall become a Class A Member with regard to Lots and Units owned by Declarant upon termination and conversion of Declarant's Class B Membership as provided below.

Class B. The only Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Lot (with or without a Unit constructed thereon) it owns, provided that the Class B membership shall cease and be converted to Class A Membership upon the first to occur of the following events:

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- (1) When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- (2) Thirty (30) days after the Declarant elects to terminate the Class B Membership by written instrument executed with the formalities of a Deed and recorded in the Public Records of Dade County, Florida; or
- (3) Seven (7) years following conveyance of the first Unit.

3.3 Vote Distribution. Class A Members (other than the Declarant) shall be entitled to one (1) vote for each Lot or Unit in which they hold the interest required for membership. When the Declarant becomes a Class A Member as provided above, the Declarant shall be entitled to one vote for each Lot (with or without a Unit constructed thereon) it owns. When more than one person ("Co-Owner") holds an interest or interests in any Unit or Lot (in the case of Declarant) all such Co-Owners shall be Members and may attend any meetings of the Association, but only one such Co-Owner shall be entitled to exercise the vote to which the Unit or Lot may be entitled. Such Co-Owners may, from time to time, all designate in writing one of their number to vote. Fractional votes shall not be allowed, and the vote for each Unit shall be exercised, if at all, as a whole. Where no voting Co-Owner is designated, or if such designation has been revoked, the vote for such Unit shall be exercised as the majority of the Co-Owners mutually agree. Unless the Board received a written objection from a Co-Owner, it shall be presumed that the appropriate voting Co-Owner is acting with the consent of his or her other Co-Owner(s). No vote shall be cast for any Lot or Unit where the majority of the Co-Owners cannot agree upon said vote or other action. All Co-Owners (including, without limitation, any non-voting Co-Owner or Co-Owners) shall be jointly and severally responsible for all the obligations imposed upon the jointly-owned Lots or Units and/or the Co-Owners and shall be entitled to all other benefits of ownership, except as expressly otherwise provided herein. All agreements and determinations lawfully made by the Association in accordance with the voting percentages established in these By-Laws shall be binding on all Co-Owners, their successors and assigns. Said voting rights shall be subject to the restrictions and limitations provided in the Declaration, any Supplemental Declaration, the Articles and these By-Laws. If a Unit is owned by a Corporation, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by an appropriate officer of the corporation and filed with the Secretary of the Association.

3.4 Suspension of Membership. During any period in which a Member shall be in default of the payment of any annual or special assessment levied by the Association, the voting rights of such Member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Properties.

3.5 Annual Meeting. Unless changed by the Board, the annual Members' meeting shall be held at a location in Florida City, Florida, to be established by the Board, at 7:30 p.m. on the third Wednesday in August which is not a legal holiday. The first annual meeting shall be held during the month of August next following the date on which the first Lot is transferred by the Declarant to a third party in the ordinary course of business. At annual meetings, Officers shall give reports, Elections of Directors shall take place, a budget shall be reviewed and ratified, the assessments for the next year shall be reviewed, and any other Members' business properly presented to the meeting shall be transacted.

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3.6 Special Meetings. Special Meetings of the Members may be called by any officer, a majority of the Board of Directors, or by one-third of the Class A Voting Members.

3.7 Notice and Place of Meetings. Notice of all Members' meetings shall be given by the Secretary and shall state the time, place and purpose of the meeting. Unless notice is waived in writing, notice shall be sent to each member at his address as it appears on the books of the Association.

Notice shall be sent by regular mail or shall be delivered by hand at least ten (10) days prior to the date that the meeting is to be held. Proof of such mailing or delivery shall be by affidavit of the person who mailed or delivered the notices. Notice of the meeting may be waived before, during or after meetings by the signing of a waiver by the proper parties.

3.8 Quorum. A quorum at a Members' meeting shall be the Members entitled to cast a majority of the total votes of the membership, whether present in person or by proxy. In the event a quorum is not present at a meeting, then the Members entitled to cast a majority of the votes represented who are present may either:

(i) Adjourn the meeting to a date which is no later than seven (7) days from the date of the originally scheduled meeting, and at such rescheduled meeting, the Members entitled to cast thirty-three and one-third percent (33-1/3%) of the total votes of the membership shall constitute a quorum; or

(ii) Take any authorized action subject to the written approval of the Members entitled to cast the number of votes equal to the difference between the minimum number of votes represented which are necessary to constitute a quorum, and the number of voting Members in attendance who voted for such action, provided that the total affirmative vote is at least equal to the number which is required to authorize such action.

3.9 Action. Unless otherwise stated in these By-Laws, the Declaration or the Articles, and unless otherwise required by Statute, the act of a majority of the voting Members present at a meeting in which a quorum was present shall constitute the act of the entire membership. In no event may any action be taken which would affect the Declarant, without first obtaining the Declarant's written consent thereto. Any action which could, under Florida law, be taken at a meeting of Members may be taken without a meeting if authorized in writing by Members entitled to cast a majority of all the votes of the entire membership, and if thereafter filed with the Secretary of the Association.

3.10 Proxies. Votes may be cast in person or by proxy. Proxies must be in writing and filed with the Secretary before the appointed time of each meeting as determined by the Board. Every proxy shall be revocable and shall automatically cease after completion of the meeting for which the proxy was filed, and upon conveyance by the Member of his Lot.

ARTICLE IV PROPERTY RIGHTS - RIGHTS OF ENJOYMENT

Each Member shall be entitled to the use and enjoyment of the Common Properties, as provided in the Declaration. Any Member may delegate his rights of enjoyment to the Common Properties to the members of his family, his tenants or contract purchasers, who reside in the Unit. Such Member shall notify the Secretary of the Association in writing of the name of any such delegatee. The rights and privileges of such delegatee are subject to suspension to the same extent as those of the Member.

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**ARTICLE V
DIRECTORS**

5.1 Number. The first Board of Directors shall consist of three persons. The number of Directors may be increased or decreased from time to time, but in no event shall there be less than three Directors nor more than eleven (11) Directors. There shall always be an odd number of Directors serving on the Board.

5.2 Members. All Directors elected by Members other than the Declarant must be Members of the Association.

5.3 Election. Election of the Board of Directors shall be as follows:

(a) Election shall be a plurality of the votes cast at the Members' meeting.

(b) Vacancies caused by death, resignation, incapacity or removal of a Director shall be filled by the remaining Directors who shall appoint a substitute to serve until the election and qualification of successors at the next annual Members' meeting. However, as long as the Declarant has appointed or elected any Director, the Declarant shall fill any vacancy in the Board.

5.4 Term. The initial Directors of the Association shall be appointed by the Declarant and shall consist of three (3) Directors, one (1) of whom shall serve a term of three (3) years, one (1) of whom will serve a term of two (2) years, and one (1) of whom will have a term of one (1) year. At the first annual meeting of the Members, the Members shall elect one Director to fill the vacancy of the Director whose term has expired, and, thereafter, the Members shall fill the vacancies of the Directors whose terms expire. Each Director shall serve until his or her successor is duly elected and qualified, or until they resign or until they are removed.

5.5 Removal of Directors. A Director may be removed from office at a Members' meeting upon the affirmative vote of Members casting a majority of the votes of the membership for any reasons deemed by the voting Members to be in the best interests of the Association; provided, however, before any Director is removed from office, he shall be notified in writing that a motion to remove him will be made, and if such Director is present, he or she shall be given an opportunity to be heard at such meeting prior to the vote on his or her removal.

5.6 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, and the meetings shall be open to all Members of the Association. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegraph at least three (3) day prior to the day named for such meeting unless such notice is waived. Regular meetings of the Directors may be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board.

5.7 Special Meetings. Special meetings of the Directors may be called by the President or Vice-President, and must be called by the Secretary at the written request of one-third (1/3) of the members of the Board of Directors. Not less than three (3) days' notice of the meeting shall be given. Notice shall be given personally, by mail, telephone or telegraph, and shall state the time, place and purpose of the meeting, and the meeting shall be open to all Members of the Association.

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5.8 Quorum. A majority of the Directors shall constitute a quorum at the Directors meeting. The acts of the Board approved by a majority of the Board present at a meeting at which a quorum is present shall constitute an act of the Board of Directors.

5.9 Waiver of Notice. Any Director may waive notice of the meeting before or after the meeting, and such waiver shall be deemed equivalent to his having received notice.

5.10 Presiding Officer. The presiding officer at a Board of Directors meeting shall be the President. In the President's absence, the Directors present shall designate any one of their number to preside.

5.11 Relinquishment of Control. The Declarant may relinquish control of the Board of Directors at any time it chooses by calling a special meeting of the Members for that purpose at which meeting the members shall elect the new Directors.

ARTICLE VI OFFICERS

6.1 Officers. The executive officers of the Association shall be a President who shall be a member of the Board of Directors, a Vice-President, a Treasurer, a Secretary and such other offices as the Board may from time to time wish to establish. The officers shall be elected annually by the Board of Directors at any meeting. The Board of Directors from time to time shall elect such other officers and assistant officers and shall designate such powers and duties as the Board of directors shall determine are required to manage the affairs of the Association. The Board of Directors from time to time may eliminate certain of the offices enumerated hereunder and/or assign their functions to any agent. Any two or more offices may be held by the same person.

6.2 President. 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 the President of an association, including, but not limited to, the power to appoint committees from among the Members and to assist in the conduct of the affairs of the Association. He shall preside at all meetings of the Board of Directors and of the Members.

6.3 Vice President. The Vice President, in the absence or disability of the President, shall 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. In the event that there shall be more than one Vice President elected by the Board, then they shall be designated "First" and "Second," etc., and shall exercise the powers and perform the duties of the President in such order.

6.4 Secretary. The Secretary shall send notices of meetings and keep the minutes of all proceedings of the Directors and the Members. The Secretary shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed; keep the records of the Association, except those of Treasurer; and shall perform all of the duties incident to the office of the Secretary of an association as may be required by the Directors or the President. The Assistant Secretary, if any, shall assist the Secretary and shall perform the duties of the Secretary when the Secretary is absent.

6.5 Treasurer. The Treasurer shall have custody of all of the property of the Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practices; and he shall perform all of the duties incident to the office of Treasurer. The Assistant Treasurer, if any, shall assist the Treasurer.

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6.6 Vacancies. A vacancy in any office shall be filled in the manner provided for the election of officers.

ARTICLE VII
DUTIES OF DIRECTORS

The Association shall act through its Board of Directors which shall perform all of the obligations of the Association except where expressly otherwise provided. These obligations include, but are not limited to, maintaining, repairing, and replacing any property it owns or has assumed the obligation to replacing any property it owns or has assumed the obligation to maintain; procuring insurance on such property; servicing or hiring employees to service the property; collecting and enforcing the collection of assessments needed to provide funds for the Association; keeping records of all Association affairs and presenting a statement thereof to the Members at their annual meeting; managing the Association's funds; borrowing money and incurring indebtedness for Association purposes and executing all required documents in connection therewith; enforcing these By-Laws, the Articles of Incorporation and the Declaration; and adopting and enforcing such Rules and Regulations as it deems necessary. No lawsuit can be filed by the Board of Directors on behalf of the Association involving money or property in excess of \$10,000.00 unless the lawsuit is approved by a sixty-seven percent (67%) vote of those Class A and Class B members entitled to vote and present at a Special Meeting of the Members called for such purpose, at which meeting a quorum is present.

ARTICLE VIII
FISCAL MANAGEMENT

8.1 General. The following shall govern the fiscal management of the Association:

- (a) The fiscal year shall be the calendar year.
- (b) The cash basis method of accounting shall be used.

(c) All Association income (including assessments) shall be used to pay expenses; and for such other purposes as permitted by the Declaration, any excess shall be held in reserve for future expenses or allocated, treated and disbursed as may be appropriate and customary for similar associations.

8.2 Accounts. Association funds shall be held in such Federally insured bank and savings accounts as the Board of Directors shall determine from time to time. Withdrawals from such accounts shall be made by checks or with withdrawal requests signed by at least two to the officers of the Association.

8.3 Audit. An uncertified audit or review of the Association's accounts shall be prepared annually by an accountant, an auditor or a certified public accountant and a summary of such results shall be furnished to each Member no later than April 1, following the year to which it applies.

ARTICLE IX
ASSESSMENTS

9.1 Fixing Assessments. The Owners of each Lot shall be obligated to pay their proportionate part of any annual assessment determined by the Board of Directors in accordance with the following:

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(a) The Directors shall prepare and adopt a budget which shall include all anticipated Association expenses for the following year, including, but not limited to, the costs of:

(1) Maintaining, repairing, replacing (if needed), insuring, and servicing the property it owns or has agreed to maintain.

(2) Paying all taxes on the property it owns or on which it is obligated to pay taxes.

(3) Paying all utility charges for service rendered to the property it owns or has agreed to maintain.

(4) Hiring employees as needed.

(5) Establishing a contingency reserve for maintenance, repairs, and replacement.

(b) The budget shall be allocated to each Lot in accordance with the Declaration. Such sum shall be the annual assessment.

(c) The budget shall also set forth any proposed special assessment which shall be allocated equally among the units.

(d) The budget shall set forth the due date or dates for the assessments and the date when such assessments will be considered past due.

(e) A copy of the budget will be furnished to each Member at least thirty (30) days before the year to which it applies, however, the failure to furnish same within such time shall not affect the validity of the budget.

9.2 Lien. If any Assessment is unpaid, the Association may file a Claim of Lien against the Lot whose Owners are delinquent and such lien may be foreclosed in the same manner as a mortgage. The Association may also bring an action at law against the delinquent Owner personally.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding in which they become involved by reason of being or of having been a Director or officer of the Association, whether or not they are a Director or officer at the time such expenses are incurred. However, if the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the aforementioned indemnity shall not apply. The indemnification shall apply to any settlement which the Board approves as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all rights of indemnification to which such Director or officer may be entitled by statute or common law.

ARTICLE XI TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this

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reason or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is, or may be interested in any such contract or transaction.

ARTICLE XII PARLIAMENTARY RULES

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

ARTICLE XIII DECLARATION

In the event of any conflict between these By-Laws and the Declaration, the Declaration shall control.

ARTICLE XIV AMENDMENTS

14.1 These By-Laws may be amended in the following manner:

- A. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
- B. Notice of the subject matter for the proposed amendment shall be included in the notice of the meeting and which the amendment is to be considered.
- C. Except as otherwise provided in the By-Laws, this Declaration may be amended by the Association by the affirmative vote or written consent of the Owners holding not less than sixty-seven percent (67%) of all of the votes of the Class A Memberships and the Class B Membership; provided, however, that no amendment shall be permitted which has a material adverse affect upon substantial rights of a First Mortgagee, as more specifically set forth in Article XIII, Sections 1 and 2 of the Declaration.
- D. No amendment may change the qualifications for membership in the Association.
- E. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.
- F. A copy of the amendment shall be recorded in the Public Records of Dade County, Florida.

14.2 No modification or amendment to these By-Laws shall be adopted which would affect or impair the validity or priority of any approved mortgage or the rights of the Declarant unless such approval has been evidenced by the written consent of an approved Mortgagee or the Declarant.

Adopted by unanimous consent of the Board of Directors on this _____ day of _____, 1994.

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN,
Clerk of Circuit & County
Courts

Secretary

(SEAL)



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 RECORDED 11/18/2003 09:17:16
 HARVEY RUVIN, CLERK OF COURT
 MIAMI-DADE COUNTY, FLORIDA

This Instrument was prepared by:
 Joyce Goodman-Guenther, P.A.
 10723 SW 104 Street
 Miami, Florida 33176

CERTIFICATE OF AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR VILLAGE OF PALM BAY HOMEOWNERS ASSOCIATION, INC.

THIS CERTIFICATE OF AMENDMENT is made this 5th day of Nov., 2003 by the President and Secretary of Village of Palm Bay Homeowners Association, Inc., (hereinafter referred to as "Association") a Florida not for profit corporation.

RECITALS:

A. Village of Palm Bay Homeowners Association, Inc. Declaration of Covenants, Restrictions, Easements, were recorded August 2, 1994 in Official Records Book 16459, Page 2340, of the Public Records of Dade County, Florida.

B. The declaration may be amended at any time and from time to time upon the affirmative vote of sixty-seven percent (67%) of the membership.

C. At a meeting of the Association held on 10-13-03, the requisite number of votes, as aforesaid, were cast in favor of the amendment hereinafter set forth, with the same to be effective immediately.

NOW, THEREFORE, by virtue of the authority of the Association as aforesaid, the By-Laws are hereby amended:

1. Article X, Section 16 shall be read as follows:

SEE ATTACHED EXHIBIT "A"

IN WITNESS WHEREOF, the undersigned caused this Amendment to be duly executed as of the day and year first above written.

WITNESSES:

Anna M. Rodriguez
 Name: Anna M. Rodriguez
Stephanie Tiéves
 Name: Stephanie Tiéves

VILLAGE OF PALM BAY HOMEOWNERS' ASSOCIATION, INC.

By: Cesar Caicedo
 Name: Cesar Caicedo
 Title: President
 Address: 715 S.W. 70th
Fla. City, FL 33134

ATTEST:

T. J. S.
 Name:
 Title: Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
 COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of Nov., 2003 by Cesar Caicedo and Reggy Taylor, as President and Secretary, respectively of Village of Palm Bay Homeowners Association, Inc. a Florida not for profit corporation, on behalf of the corporation. Personally known to me or who present Drivers License identification.

Anna M. Rodriguez
 NOTARY PUBLIC STATE OF FLORIDA
 Name: Anna M. Rodriguez

My Commission expires:



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