

BY-LAWS
OF
CALUSA POINT ASSOCIATION, INC.

A Corporation Not for Profit
Under the Laws of the State of Florida

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to CALUSA POINT ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Florida.

Section 2. The "Properties" shall mean and refer to the real property described in Exhibit "A".

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 4. "Member" shall mean and refer to all those owners who are members of the Association as provided in Article III, Section 1, of the Articles of Incorporation of the Association.

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be located at the residence or business address, in Dade County, Florida, of the then President of the Association.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III, Section 1, of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided by Article VI of the Declaration of Restrictions and Protective Covenants to which the Properties are subject, which is dated October 6, 1980, and was recorded November 6, 1980, in Official Records Book 10922, at Page 2921, of the Public Records of Dade County, Florida.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The directors of the Association shall be elected at the annual meeting of the members as specified in the Articles of Incorporation. The election shall be decided by majority vote.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the directors elected by

the Class B member may be removed only by the Class B member and except that the directors named in the Articles of Incorporation may not be removed until the expiration of their terms.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of members, provided the majority of the members of the Board elected to be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at the time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of members upon three (3) days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held any place or places within Dade County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held any place or places within Dade County, Florida, and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two members of the Board to each member of the Board not less than three (3) days by mail or one day by telephone or telegraph. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the directors.

ARTICLE V

OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 3. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him

and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 4. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the members shall be held on the first day of the first week of the month of December in each year beginning in 1981 at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all the votes of the entire membership, or who have a right to vote one-fourth (1/4) of the votes of the Class A membership.

Section 3. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the records of the corporation. Each member shall register his address with the Secretary, and notice of meetings shall be mailed to him at such address. Notice of any meeting, regular or special shall be mailed or personally delivered at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted; provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of the members entitled to cast twenty-five (25%) of the votes shall constitute a quorum for any action governed by these By-Laws.

ARTICLE VII

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 members present in person or by proxy (but no individual may vote more than five (5) votes by proxy), provided that the notice to the members of the meeting disclosed the information that the amendment of the By-Laws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants.

Section 2. 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 said Declaration of Restriction-

tions and Protective Covenants and these By-Laws, the said Declaration of Restrictions and Protective Covenants shall control.

WE DO HEREBY CERTIFY, that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of said Association in a meeting held for such purpose on the 15th day of December, 1980.


IRWIN RASKIN, President


RUTH CURRY, Secretary

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
RICHARD P. BRINKER
CLERK CIRCUIT COURT