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Prepared by and return to:

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Post Office Box 3913
Tampa, FL 33601-3913
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RE

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06/01/11 S. Shultz, Dpty Clerk

PAULA S. O'NEIL, Ph.D. PASCO CLERK & COMPTROLLER
06/01/11 11:10am 1 of 19
OR BK 8556 PG 2073

**CERTIFICATE OF RECORDATION OF THE ARTICLES OF
INCORPORATION AND BY-LAWS OF MILLPOND ESTATES
COMMUNITY HOMEOWNERS' ASSOCIATION, INC.**

WHEREAS, Millpond Estates Community Homeowners' Association, Inc. (the "Association") is the entity responsible for the operation and maintenance of certain property within the Millpond Estates subdivision as set forth in various Declaration of Covenants, Restrictions and Easements as recorded in the Official Records of Pasco County, Florida; and


WHEREAS, after conducting a diligent search of the Official Records of Pasco County, Florida, the Association determined that the Articles of Incorporation and By-laws of the Millpond Estates Community Homeowners' Association, Inc. were not recorded in the Official Records of Pasco County, Florida; and

WHEREAS, a true and accurate copy of the Articles of Incorporation of the Millpond Estates Community Homeowners' Association, Inc. as originally filed with the Florida Secretary of State in 1985 is attached hereto and incorporated herein by reference as Exhibit "A"; and

WHEREAS, a true and accurate copy of the original By-Laws of Millpond Estates Community Homeowners' Association, Inc. as executed in 1985 is attached hereto and incorporated herein as Exhibit "B".

NOW, THEREFORE, we, G. Bernard Zanetti, as President, and Katherine Logue, as Secretary of the Millpond Estates Community Homeowners' Association, Inc. do hereby certify that attached hereto and incorporated herein as Exhibit "A" is a true and accurate copy of the Articles of Incorporation of the Millpond Estates Community Homeowners' Association as originally filed with the Secretary of State in 1985 and attached hereto and incorporated herein as Exhibit "B" is a true and accurate copy of the By-Laws of Millpond Estates Community Homeowners' Association, Inc. as originally executed in 1985.

MILLPOND ESTATES COMMUNITY
HOMEOWNERS' ASSOCIATION, INC.,

By: 
G. Bernard Zanetti, President

ATTEST:

By: 
Katherine Logue, Secretary

STATE OF FLORIDA

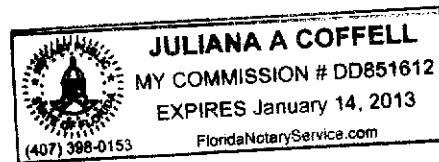
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 23rd day of May, 2011, by G. Bernard Zanetti, President, and Katherine Rogue, Secretary, of the Millpond Estates Community Homeowners' Association, Inc. who are personally know to me or who have produced _____ as identification, who executed the foregoing Certificate of Recordation of Articles of Incorporation and By-Laws of Millpond Estates Community Homeowners' Association, Inc., and severally acknowledge the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they have affixed thereto the seal of said corporation, and the said instrument is the act and deed of said corporation.

Juliana A. Coffell
NOTARY PUBLIC, State of Florida at Large

Print Name: Juliana A. Coffell

My Commission Expires: 01/14/13



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on June 6, 1985, as shown by the records of this office.

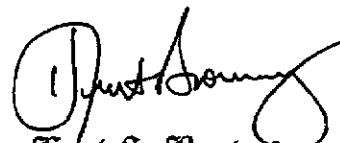
The document number of this corporation is N09627.

OR BK 8556 PG 2075
3 of 19

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Seventh day of February, 2011



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

EXHIBIT

A

ARTICLES OF INCORPORATION
OF

MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.
(a Florida corporation not for profit)

FILED
JUN 6 12 35 PM '85
REC. MGR. STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and Post Office address of the Corporation shall be 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida, 33552.

ARTICLE IV

Robert C. Kimpton, whose address is 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida, 33552, is hereby appointed the initial Registered Agent of this Corporation.

ARTICLE V

The purpose for which this Corporation is organized is to act on behalf of its Members in operating and governing Millpond Estates and to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

(a) To join with other corporations or entities in becoming a Member of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Community Association") the purposes of which are hereinafter described;

(b) To collect assessments from each Member for the maintenance, repair and replacement of certain properties, including the common recreation facilities (hereinafter referred to as "Common Area"), as may from time to time be deeded to the Community Association, title to which shall be held by the Community Association, its successors and assigns, and to assist in promoting the health, safety and welfare of the residents using the above described property and any additions thereto;

(c) Exercise all of the powers and privileges and to perform all of the duties and obligations of this Corporation as set forth in the DECLARATIONS OF COVENANTS AND CONDITIONS executed by PREMIERE GROUP, INC. for each section of Millpond Estates (hereinafter referred to as "Declarant") and to be filed in the Official Books and records of Pasco County, Florida (hereinafter referred to as "Declaration"), and the SUBDIVISION RESTRICTIONS to be executed by Declarant and to be filed in Official Books and Records of Pasco County, Florida (hereinafter referred to as the "Restrictions"), both applicable to the plat of the property to be recorded in the Office of the Clerk of the Circuit Court of Pasco County, Florida, and as the same may be amended from time to time as therein provided;

(d) Collect and enforce payment by any lawful

means, all charges or assessments pursuant to the terms of the Declaration and Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against any properties of the Corporation; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes and by law may now or hereafter have and exercise.

ARTICLE VI

The Members of the Corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Declarations and to the Restrictions in Millpond Estates. Membership shall be held by the person or entity, or in common by the persons or entities, owning such property interest. Membership in the Corporation is limited to Owner(s), as defined in Article I, Section 2 of the Declaration. Membership is automatically conferred upon acquisition of a Lot, as defined in Article I, Section 6 of the Declaration, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The Corporation shall have two classes of voting Membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as said persons determine, but in no event shall more than one vote be cast with respect to any one Lot.

Class B. Class B Member(s) shall be the Declarant, which shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (1) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
- (2) on 31 December 1990, whichever shall first occur.

ARTICLE VII

The term for which the Corporation is to exist in perpetual.

ARTICLE VIII

The affairs of the Corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. With the exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership or trust, then an officer, partner, or beneficiary of such Lot Owner shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not for profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the Corporation shall consist of the following persons, each of whom shall serve until 31

December 1985 or the first regular meeting of the Membership, whichever shall first occur:

Robert C. Klampton?	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Garland W. Knight, Jr.	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Joyce Albrecht	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552

ARTICLE X

The operation of the Corporation shall be governed by the By-Laws which are to be recorded among the Public Records of Pasco County, Florida.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment;
 - (2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;
 - (3) If the amendment has received less than unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the Corporation casting not less than seventy-five (75%) percent of the total vote of the Members of the Corporation;
- and
- (4) Said amendment shall be certified and recorded among the Public Records of Pasco County, Florida.

ARTICLE XI

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel as it may deem necessary to administer or assist in the administration of the Corporation, and that no such person or principal or entity employed as managing agent or personnel of the Corporation shall be a Member of the Corporation.

The Board of Directors shall elect the Officers of the Corporation at the first meeting of the Board of Directors following the annual meeting of the Members. The President shall be elected from the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the Office of President and Vice President shall not be held by the same person, nor shall the Office of President and Secretary or Assistant Secretary be held by the same person.

The initial Officers of this Corporation shall be as follows:

<u>NAME</u>	<u>TITLE</u>
Robert C. Kimpton	President
Garland W. Knight, Jr.	Treasurer
Joyce Albrecht	Secretary

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner as herein set forth, at any duly called meeting of the Members of this Corporation provided that notice of the meeting is given in the manner provided for in the By-Laws and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting there is an affirmative vote of three-quarters (3/4) of the Members, qualified to vote, present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, provided that any amendment must be approved in writing by Declarant to have any effect if said amendment is passed prior to

ARTICLE XIII

This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Directors or Officers. This Corporation may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, pursuant to Chapter 617, Florida Statutes, as amended from time to time, may make distribution to its Members, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income; provided, however, no compensation may be paid for services rendered solely in the capacity of a Director, Officer or Member.

ARTICLE XIV

As long as there is Class B Membership, the following actions will require the prior, written approval of the Federal Housing Administration or the Veterans Administration:


- (1) Annexation of additional properties;
- (2) Mergers and consolidations;
- (3) Mortgaging of the Common Area;
- (4) Dedication of the Common Area;
- (5) Dissolution and amendment of these Articles.

ARTICLE XI

The names and addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Robert C. Kimpton	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Garland W. Knight, Jr.	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Joyce Albrecht	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purposes of forming a Corporation not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hands and seals this 30th day of May, 1985.


ROBERT C. KIMPTON


GARLAND W. KNIGHT, JR.


JOYCE ALBRECHT

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, this day personally appeared Robert C. Kimpton, Garland W. Knight, Jr. and Joyce Albrecht, who, after, being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at New Port Richey Florida, this 30 day of May, 1985.


Notary Public
State of Florida at Large

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Oct. 16, 1990

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the Initial Registered Agent of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC., I hereby agree to act in this capacity and agree to maintain said Corporation's initial registered office at 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida 33552, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


ROBERT C. KIMPTON

FILED
JUN 6 12 36 PM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY-LAWS

OF

HILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.
(a Florida corporation not for profit)

ARTICLE I - IDENTITY

The name of this Corporation is HILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.

The principal office of the Corporation is at 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida, 33552, or at such other place as may be designated from time to time by the Board of Directors.

ARTICLE II - PURPOSE

This Corporation is organized as a Community Homeowners Association to exercise all powers granted to it as a Corporation under the laws of Florida, these By-Laws and the Articles of Incorporation.

ARTICLE III - DIRECTORS AND OFFICERS

A. DIRECTORS

1. The affairs of the Corporation shall be managed by a Board of Directors, composed of not less than three (3) nor more than seven (7) persons, as may be determined from time to time by the Voting Members (as defined in ARTICLE VI herein).

2. Directors shall be elected by the Voting Members at the annual meeting of Members and shall hold office until their successors are elected and shall qualify (except as to the first Board of Directors, whose members are designated in the Articles of Incorporation, and who shall serve pursuant to the terms of ARTICLE IX of the Articles of Incorporation).

At least ten (10) days before the annual meeting, a complete list of Voting Members together with the residence of each, shall be prepared by the Secretary. Such list shall be open at the office of the Corporation for ten (10) days prior to the election for the examination by any Member and shall be produced and kept at the time and place of election, subject to the inspection of any Member who may be present.

At the first annual meeting of the Members, three (3) Directors shall be elected for a term of one year.

Nominations 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 or more Members of the Corporation. 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. Directors shall be Voting Members of the Corporation except that this provision shall not apply to the persons designated to be first Board of Directors by ARTICLE IX of the Articles of Incorporation or any successors appointed by Declarant. Election to the Board of Directors shall be by secret written ballot. At such election the Voting Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of ARTICLE VI herein.



No Director shall receive or be entitled to any compensation for his services as Director, but shall be entitled to reimbursement for all reasonable expenses sustained by him as such, if incurred upon the authorization of the Board.

B. OFFICERS

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer and such other Officers as the Board of Directors may designate. The Officers named in the Articles of Incorporation shall serve until the first regular meeting of the Board, and at such meeting the Board shall elect the aforesaid Officers. Officers elected at the first meeting of the Board shall hold office until the next ensuing meeting of Directors following the next succeeding annual meeting of Members or until their successors shall have been elected and shall qualify.

C. RESIGNATION AND VACANCY

Any Director or Officer of the Corporation may resign at any time by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, at the time of receipt by the President or Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

When a vacancy occurs on the Board, the vacancy shall be filled by the remaining Directors at their next special or regular meeting, by electing a person who shall serve until the next annual meeting of Members, at which time a Director will be elected to complete the remaining portion of the unexpired term.

When a vacancy occurs in an office for any cause before an Officer's term has expired, the office shall be filled by the Board at its next meeting by electing a person to serve for the unexpired term or until a successor has been elected by the Board and shall qualify.

D. EXECUTIVE COMMITTEE

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee to consist of three (3) or more Directors which, to the extent provided in the resolution, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

ARTICLE IV - POWERS AND DUTIES OF THE CORPORATION AND THE EXERCISE THEREOF

The Corporation shall have all power granted to it by law, the DECLARATION OF COVENANTS AND CONDITIONS to be executed by Declarant and to be filed in the Official Books and Records of Pasco County, Florida (hereinafter referred to as "Declaration"), the SUBDIVISION RESTRICTIONS to be executed by Declarant and be filed in the Official Books and Records of Pasco County, Florida (hereinafter referred to as the "Restrictions"), and the Articles of Incorporation, all of which powers shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in the Declaration or Restrictions, the Articles of Incorporation, these By-Laws, or by law; and the aforementioned powers of the Corporation shall include, but not be limited to, the following:

- (1) All of the powers specifically provided for in the Declaration and Restrictions;
- (2) The power to levy and collect assessments, and to promulgate reasonable rules and regulations by the majority vote of the Board of Directors pursuant to Article VII, 03 herein.
- (3) The power to levy and collect special

assess. etc;

(4) The power to remit moneys collected for the purpose of paying the Corporation's pro rata share of the maintenance expenses of the Common Area as defined in the Articles of Incorporation, Declaration, and Restrictions and of the Roadways as defined therein;

(5) The power to enforce by any legal means the provisions of the Declaration, the Restrictions, Articles of Incorporation, and the By-Laws;

(6) The power to collect delinquent assessments by suit or otherwise and to suspend the voting rights and right to use of the recreational facilities contained in the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment. Such rights may also be suspended for a period not to exceed sixty (60) days for infraction of the published rules and regulations for the Common Area;

(7) The power to select depositories for the Corporation funds, and to determine the manner of receiving, depositing, and disbursing corporate funds, and the form of check and the person or persons by whom the same shall be signed, as otherwise provided by these By-Laws;

(8) The power to exercise for the Corporation all duties and authority vested in or delegated to this Corporation and not reserved to the Membership by the Articles of Incorporation or other provisions of these By-Laws;

(9) The power to subscribe to and enter into a contract with any person, firm, corporation or real estate management agent of any nature or kind; and

(10) The power to purchase Officers' and Directors' liability (errors and omissions) insurance and the power to cause all Officers or employees having financial responsibilities to become bonded, as the Board may deem to be necessary.

ARTICLE V - DUTIES OF OFFICERS

A. The President shall:

(1) Act as presiding officer at all meetings of the Corporation and of the Board of Directors;

(2) Call special meetings of the Board of Directors and of Members;

(3) Sign all checks, contracts, promissory notes, deeds and other instruments on behalf of the corporation, except those which the Board of Directors specifies may be signed by other persons;

(4) Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out; and

(5) Appoint committees including but not limited to an architectural control committee, and to be ex-officio member of all committees, and render an annual report at the annual meeting of Members.

B. The Vice President shall:

(1) Act as presiding officer at all meetings of the Corporation and of the Board of Directors when the President is absent;

(2) Perform other acts and duties required of the President, in the President's absence; and

(3) Perform such other duties as may be required of him by the Board;

C. Should the President and Vice President be absent from any meeting, the Directors shall select from the Board a person to act as chairman of the meeting.

D. The Secretary shall:

(1) Attend all regular and special meetings of the Members of the Corporation and of the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done;

(2) Have custody of the corporate seal and affix same when necessary or required;

(3) Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, and keep Membership books;

(4) Perform such other duties as the Board may determine and on all occasions in the execution of his duties, act under the supervision, control and direction of the Board; and

(5) Have custody of the minute book of the meetings of Directors and Members, which minute book shall at all times be available at the office of the Corporation for the information of Lot owners or their authorized representatives, and act as transfer agent to record transfers, and regulations in the corporate books. The Corporation shall retain the minutes for a period of not less than seven years.

E. The Treasurer shall:

(1) Attend all meetings of the Membership and of the Board of Directors;

(2) Receive such moneys as shall be paid into his hands for the account of the Corporation, and disburse funds as may be ordered by the Board, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases and other important documents of the Corporation which he shall keep safely deposited;

(3) Supervise the keeping of accounts of all financial transactions of the Corporation in books belonging to the Corporation, and deliver such books to his successor. He shall prepare and distribute to all Directors at least ten (10) days prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Corporation for the preceding year. He shall make a full and accurate report on matters and business pertaining to his office to the Members at the annual meeting, and make all reports required by law.

(4) Cause an annual audit of the Corporation books to be made at the completion of each fiscal year.

In the event the Corporation enters into a management agreement, it shall be proper to delegate such of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.

ARTICLE VI - MEMBERSHIP

A. Membership in the Corporation is limited to Owner(s), as defined in Article I, Section 2, of the Declaration. Membership is automatically conferred upon acquisition of a Lot, as defined in Article I, Section 6, of the Declaration, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

B. There shall be one person with respect to each Lot owners, who shall be entitled to vote at any meeting of the Corporation. Said person is the "Voting Member". If a Lot is owned by more than one person, the person entitled to cast the vote for the Lot shall be designated in a certificate signed by all of the record Owners of the Lot, and filed with the Secretary of the Corporation. If a Lot is owned by a corporation, or partnership, and officer, partner or employee thereof entitled to cast the vote of the Lot for the corporation or partnership shall be designated in a certificate for this purpose, signed by the president or vice president, attested by the secretary or assistant secretary of the corporation or general partner of a partnership, and filed with the Secretary of the Corporation. The person designated in such certificate who is entitled to cast the vote for a Lot shall be known as the "Voting Member". If such a certificate is not on file with the Secretary of the Corporation for a Lot owned by more than one person or by a corporation, the vote of the lot concerned shall not be considered in determining the requirement for a quorum, or for any purpose requiring the approval of a person entitled to cast the vote for the Lot, except if said Lot is owned by a husband and wife. Such certificate shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the ownership of the Lot concerned. If the Lot is owned jointly by a husband and wife, the following three provisions are applicable thereto:

1. They may, but they shall not be required to, designate a Voting Member;

2. 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 their right to vote on that subject at the meeting; and

3. Where they do not designate a Voting Member, and only one is present at a meeting, the person present may cast the Lot vote just as though he or she owned the Lot individually, and without establishing the concurrence of the absent person.

If a Lot is owned by one person, his right to vote shall be established by the recorded deed to the Lot. A vote of a Lot is not divisible.

C. Membership in the Corporation may be transferred only as an incident to the transfer of title to a Lot and shall become effective upon the recording of a deed to such Lot.

D. Membership shall terminate upon the transfer of title to a Lot.

ARTICLE VII - MEETINGS, SPECIAL MEETINGS, QUORUMS, PROXIES

A. MEETINGS OF MEMBERS

All meetings of the Corporation shall be held at the office of the Corporation, or may be held at such time and place as shall be stated in the notice thereof.

ANNUAL MEETINGS: Annual Members' meeting shall be held at the office of the Corporation or may be held at such place as shall be stated in the notice thereof upon a date appointed by the Board of Directors, which shall fall on the second Wednesday in January each year. No meeting shall be held on a legal holiday. The meetings shall be held at such time as the Board shall appoint from time to time. The first annual meeting of the Members shall be held on the second Wednesday in January of the year following the year in which the Corporation is incorporated at such time as the Board of Directors shall designate. If the day of the first 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.

The Order of Business shall be as follows:

roll call of Voting Members;

- (2) proof of notices of meeting;
- (3) reading of minutes of last annual meeting;
- (4) reports of Officers;
- (5) report of committees;
- (6) election of Directors;
- (7) old business;
- (8) new business;
- (9) adjournment.

SPECIAL MEETINGS: Special meetings shall be held whenever called by the President, or by a majority of the Board of Directors and must be called by the Secretary, upon receipt of a written request from Voting Members of the Corporation owning ten (10%) percent of the Lots. Business transacted at all special meetings shall be confined to the objects and action to be taken, as stated in the notice of the meeting.

PROXIES: Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Corporation prior to the meeting. A proxy shall be valid only for the meeting for which it was executed and shall entitle the holder thereof to vote until revoked in writing by the grantor, such revocation to be lodged with the Secretary, or until the death or legal incompetency of the grantor.

QUORUM: A quorum for the transaction of business at any annual or any special meeting shall consist of a majority of the Voting Members, represented either in person or by proxy; but the Voting Members present at any meeting although less than a quorum, may adjourn the meeting to a future date.

VOTING REQUIRED TO MAKE DECISIONS: When a quorum is present at any meeting the vote of a majority of the Voting Members present in person or by proxy shall decide any question brought before the meeting, unless the Articles of Incorporation or these By-Laws or any applicable statute provide otherwise, in which event the vote prescribed by the Articles or the By-Laws or such statute shall control.

8. DIRECTORS' MEETINGS

1. The organizational meeting of the Board of Directors shall be held at the office of the Corporation immediately following the adjournment of the annual meeting of Members. The Board of Directors may establish a schedule of regular meetings to be held at such place as the Directors may designate, in which event no notice need be sent to the Directors once said schedule has been adopted.

2. Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each Director (in writing) to be delivered by mail or in person. Special meetings may also be called on written request of one Director. All notice of special meetings shall state the purpose. All meetings, except during the tenure of the first Board, shall be open to all Lot Owners.

3. **QUORUM:** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present at such meeting at which a quorum is not present shall be the acts of the Board of Directors. The presiding officer may adjourn from time to time, any meeting at which a quorum is not present, and at any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be concluded without further notice.

ARTICLE VIII - NOTICE

Written notice of annual and special meetings of the Members shall be given to each Owner at least fourteen (14) days prior to said annual or special meeting. Unless an Owner waives in writing the right to receive notice of the annual or special meeting by mail, the notice of the annual or special meeting shall be sent by mail to each Lot Owner and the post office certificate of mailing shall be retained as proof of such mailing. An Owner may waive notice of meetings and may take action by written agreement without meetings.

ARTICLE IX - PROCEDURES

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and By-Laws of the Corporation or with the Statutes of Florida.

ARTICLE X - ASSESSMENTS AND MANNER OF COLLECTION

The Board of Directors has the sole power to and shall from time to time fix and determine the amounts necessary to pay the assessments. Assessments include those expenses described in the Declaration and Restrictions, and any other expenses designated as assessments by the Board of Directors, under the authority and sanction of the Declaration and Restrictions.

The Board of Directors shall mail copies of the proposed annual budget of assessments to the Voting Members annually. So long as the initial Board remains in office or the Declarant is in control of the Board of Directors, the Board shall not impose an assessment for any year greater than five (5%) percent of the prior fiscal or calendar year's assessment without approval of two-thirds (2/3) of each class of Members qualified to vote in person or by proxy at a meeting duly called for this purpose.

Funds for the payment of assessments shall be assessed against and shall be a lien against the Lots in equal proportion or percentage.

Regular assessments shall be paid by the Members on the first of each month.

Special assessments, should they be required by the Board of Directors, shall be levied and paid in the same manner as regular assessments.

When the Board of Directors has determined the amount of any assessment, the Secretary shall transmit a statement of such assessment to each Lot Owner. Assessments are payable at the office of the Corporation.

Assessments are necessarily made upon projections and estimates of the Board of Directors, and may be in excess of or less than the sums required to meet the requirements of the maintenance, repair and replacement of certain property described in the Declaration, in which event the Board of Directors may increase or diminish the amount of an assessment and make such adjustments in cash, or otherwise, as they shall deem proper, including the assessments of each Lot Owner of his proportionate share of any deficiency, if necessary. Notice of all changes in assessments shall be given to all Lot Owners.

Assessments are due on the dates stated in the notice of assessment, and thereafter, after being delinquent for ten (10) days, shall bear interest at eight (8%) percent per annum until paid.

In the event an assessment is not paid when it is due and payable, the Corporation, through the Board of Directors, may proceed to enforce and collect said assessment from the delinquent Owner in any manner provided for by the Declaration, the Articles of Incorporation and these By-Laws. Each Lot Owner shall be individually responsible for the payment of assessments against his Lot and for

payment of reasonable attorneys' fees and costs in the collection of sums due and enforcement of any lien held by the Corporation, including attorneys' fees on appeals, if any.

If a Lot Owner shall be in default in the payment of an installment upon any assessment, the Board of Directors may accelerate the remaining monthly installments for the fiscal year upon notice thereof to the Owner and, thereupon, the unpaid balance of the assessment shall become due upon the date stated in the notice, but not earlier than fifteen (15) days after delivery of or the mailing of such notice to the Owner.

ARTICLE XI - FISCAL MATTERS

FISCAL YEAR: The fiscal year of the Corporation shall begin on the first day of January in each year, provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board of Directors deems it advisable.

DEPOSITORIES: The funds of the Corporation shall be deposited in a bank or banks in Pasco County, Florida, in an account for the Corporation under resolutions approved by the Board of Directors, and shall be withdrawn only over the signature of such Officers or persons as may be designated by the Board of Directors. Said funds shall be used only for corporate purposes.

FIDELITY BONDS: Fidelity bonds may be required by the Board of Directors from all Officers and employees of the Corporation, and from the person, firm or corporation handling or responsible for Corporation funds. The premiums for such bonds shall be paid by the Corporation.

RECORDS: The Corporation shall maintain accounting records according to good accounting practices which shall be open to inspection by any Owner at reasonable times. Such records shall include a record of receipts and expenditures on account of each Owner, the amount of each assessment, the due dates and amount of each assessment, the amounts paid upon the account, and the balance due, a register for the names of any mortgage holders or lien holders who have notified the Corporation of their liens and to which lien holders the Corporation will give notice of default if required.

ANNUAL STATEMENT: The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

INSURANCE: The Corporation shall procure, maintain and keep in full force and effect all insurance required by the Declaration, Restrictions, Articles of Incorporation, By-Laws or by law.

ARTICLE XII - VIOLATIONS AND DEFAULTS

In the event of a violation (other than non-payment of an assessment by an Owner) of any of the provisions of the Declaration, Restrictions, the Articles of Incorporation, these By-Laws, or the Rules and Regulations of the Corporation, the Corporation, after reasonable notice to cure, not to exceed ten (10) days, shall have all rights and remedies provided by law, including without limitation (and such remedies shall or may be cumulative) the right to sue for damages, the right to injunctive relief, and in the event of a failure to pay assessments, the right to foreclose its lien as provided in the Declaration and Restrictions; and in every such proceeding, the Owner shall be liable for court costs and the Corporation's reasonable attorneys' fees including attorneys' fees on appeals. If the Corporation elects to enforce its lien by foreclosure, the Owner shall be required to pay a reasonable rent for his Lot during litigation and the Corporation shall be entitled to the appointment of a receiver to collect such rent. A suit to collect unpaid assessments may be prosecuted by the Corporation without waiving the lien securing such unpaid assessments.

Each Owner shall be liable for the expense of any maintenance, repair or replacement rendered necessary by his act, neglect or carelessness, or by that of any member of his family, or his or their guests, employees, agents or lessees, as provided for by Florida Law. Such liability shall include any increase in insurance rates occasioned by use, misuse, occupancy or abandonment of any Lot or its appurtenances. Nothing herein contained, however, shall be construed so as to modify any waiver by the insurance company of rights of subrogation. The expense for any maintenance, repair or replacement required, as provided in this Article, shall be charged to said Owner as a specific item which shall be a lien against said Lot with the same force and effect as if the charge were a part of the assessment.

ARTICLE XIII - AMENDMENT OF BY-LAWS

These By-Laws may be amended in manner as provided in Article X of the Articles of Incorporation of the Corporation.

ARTICLE XIV - VALIDITY

If any By-Law shall be adjudged invalid, such fact shall not affect the validity of any other By-Law.

ARTICLE XV - INDEMNIFICATION

Every Director and Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred by or imposed upon him, including attorneys' fees on appeal, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of breach of his duties; provided that all settlement must be approved by the Board of Directors as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled under law.

ARTICLE XVI - LIABILITY SURVIVES TERMINATION OF MEMBERSHIP

The termination of ownership of a Lot or Membership in the Corporation shall not relieve or release any such former Owner or Member from any liability or obligations incurred under or in any way connected with Hillpond Estates Community Homeowners Association, Inc. during the period of such ownership and membership, or impair any rights or remedies which the Corporation may have against such former Owner or Member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto.

ARTICLE XVII - MORTGAGE REGISTER

The Corporation may maintain a register of all mortgages, and at the request of a mortgagee, the Corporation shall forward copies of all notices for unpaid assessments or violations served upon an Owner to said mortgagee. If a register is maintained, the Board of Directors may make such charge as it deems appropriate against the applicable Lot for supplying the information provided herein.

ARTICLE XVIII - CONSTRUCTION TO BE CONSISTENT WITH DECLARATION

These By-Laws and the Articles of Incorporation of the Corporation shall be construed in case of any ambiguity or lack of clarity consistent with the provisions of the Declaration.

The foregoing was adopted as the By-Laws of HILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC., a corporation not for profit,

Under the laws of the State of Florida, at the next meeting of its Board of Directors.

Joyce Albrecht
Secretary

Approved:

Philip Taylor
President

STATE OF FLORIDA COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared Robert C. Kington and Joyce Albrecht, as President and Secretary respectively, of Hillpond Estates Community Homeowners Association, Inc., a Florida corporation not for profit, to me known to be the persons who executed the foregoing instrument and who acknowledged before me that they executed the same in the name of and for said corporation and that they were authorized to do so.

WITNESS my hand and official seal in County and State last aforesaid this 30 day of May, 1985.

James Page
NOTARY PUBLIC

My Commission Expires
Notary Public, State of Florida
My Commission Expires Oct. 16, 1987