

BY-LAWS

OF

MILLPOND ESTATES SECTION FOUR HOMEOWNER'S ASSOCIATION, INC.
(A Florida Corporation Not-For Profit)

ARTICLE I

IDENTITY

The name of this corporation is MILLPOND ESTATES SECTION FOUR HOMEOWNERS ASSOCIATION, INC.

The principal office of the corporation is at 10010 U.S. Highway 19, Port Richey, Florida 34668, 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 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 IV herein). Anything herein to the contrary notwithstanding, the initial Board may be comprised of two (2) members.

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 (1) year.

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 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 the first Board of Directors by Article IX of the Articles of Incorporation or any successor 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 (1) or more Vice President(s), 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 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 Records Book of Pasco County, Florida (hereinafter referred to as "Declaration"), the Subdivision Restrictions to be executed by Declarant and to be filed in the Official Records Book 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 of 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 join by appropriate resolution the MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC., and enjoy the right and benefits of a Corporate Member thereof;
- 3) The power to levy and collect assessments, and to promulgate reasonable rules and regulations by the majority vote of the Board of Directors;
- 4) The power to levy and collect special assessments;
- 5) The power to remit monies collected for the purpose of paying the corporations' 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;
- 6) The power to enforce by any legal means the provisions of the Declaration, the Restrictions, Articles of Incorporation, and the By-Laws;
- 7) 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 levied by the corporation or by the MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC. 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;

8) 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;

9) 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;

10) 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

11) The power to purchase Officers' and Directors' liability (errors and omissions) insurance and the power to cause all Officers or employees having fiscal 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 the Members;

3) Sign all checks, contracts, promissory notes, deeds and other instruments on behalf of the corporation, except those which the Board of Directors specify 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 be an 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, act as transfer agent to record transfers, and to keep regulations in the corporate books. The corporation shall retain the minutes for a period of not less than seven (7) years.

E. The Treasurer shall:

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

2) Receive such monies 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 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) Shall mail or furnish by personal delivery to each Member, within sixty (60) days following the end of the fiscal or calendar year, a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expense by accounts and expense classification including, if applicable, but not limited to, the following:

- a) Costs for security;
- b) Professional and management fees and expenses;
- c) Taxes;
- d) Expense for utility service;
- e) Expense for lawn care;
- f) Insurance costs;
- g) Administrative and salary expenses; and
- h) General reserves, maintenance reserves, and depreciation reserves.

5) Shall prepare and distribute to an auditing committee, appointed by the President consisting of no less than

three (3) and no more than five (5) Members, at least ten (10) days prior to each annual meeting, and whenever else required, the Financial Reports, but not restricted to, as listed in above Item 4, and make available the corporation books for the purpose of verifying and reviewing the transactions and the balances and status of the various accounts.

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 7, 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 (1) person with respect to each Lot ownership 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 (1) 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, an 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 (1) 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 (3) 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 in that subject at the meeting; and

3) Where they do not designate a Voting Member and only one (1) 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 (1) 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 and 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.

B. 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 Monday 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 Monday 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:

- 1) roll call of Voting Members;
- 2) proof of notice of meeting;
- 3) reading of minutes of last annual meeting;
- 4) reports of Officers;
- 5) reports of Committees;
- 6) election of Directors;
- 7) old business;
- 8) new business;
- 9) adjournment.

C. 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 Lots. Business transacted at all special meetings shall be confined to the objects and actions to be taken, as stated in the notice of the meeting.

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D. 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 incompetence of the grantor.

E. 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.

F. 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 for 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 (1) Director. All notices 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. 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 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 make take action by written agreement without meetings.

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ARTICLE IX

PROCEDURE

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 of 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 and assessments to the Voting Members annually.

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

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 fourteen (14%) percent per annum until paid, together with a ten (10%) percent late fee administration charge.

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 incurred by the corporation in the collection of sums due and the enforcement of any lien held by the corporation, including reasonable attorneys' fees, both at trial and on appeal, 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 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

A. 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.

B. 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.

C. 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.

D. 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.

E. 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.

F. 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

VIOLATION 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, and 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 corporations'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 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 a 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 case wherein the Director or Officer is adjudged guilty of breach of his duties; provided that all settlements must be approved by the Board of Directors 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 MILLPOND ESTATES SECTION FOUR HOMEOWNERS

ASSOCIATION, INC., during the period of such ownership or 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 MILLPOND ESTATES SECTION FOUR HOMEOWNERS ASSOCIATION, INC., a corporation not-for-profit, under the laws of the State of Florida, at the first meeting of its Board of Directors.

Approved:

Secretary

President

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared _____, as President and Secretary, respectively, of MILLPOND ESTATES SECTION FOUR HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, () who are personally known to me, or () who have produced their drivers' licenses as identification, and who executed the foregoing instrument in the name of and for said corporation, and that they were authorized to do so on behalf of said corporation, and who did not take an oath.

WITNESS my hand and official seal in County and State last aforesaid, this ___ day of _____, 1994.

Notary Public.

My Commission Expires: