

BY LAWS
OF
THE INDIAN RIVER PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation is THE VILLAS AT INDIAN RIVER PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at the then presiding President's home, but meetings of the members and directors may be held at any such places within the State of Florida, County of Brevard, as may be designated by the Board of Directors.

ARTICLE TWO
DEFINITIONS

Section 1. "ASSOCIATION" shall mean and refer to THE VILLAS AT INDIAN RIVER PROPERTY OWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "PROPERTIES" shall refer to that certain real property described in the Declaration and Covenants, Condition and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "COMMON AREAS" shall mean all real property owner by the Association for the common use and enjoyment of the Owners.

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

Section 5. "OWNER" shall refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "DECLARATION" shall refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court, Brevard County, Florida.

Section 7. "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions and Restrictions.

ARTICLE THREE

MEETING OF THE MEMBERS

Section 1. Annual meetings. Annual meetings shall be held on or about the third (3rd) Tuesday of January, each year, at the direction of the Board of Directors. The exact time and place shall be noticed to Members by correspondence of the secretary.

Section 2. Special Meetings. Special meetings called at any time by the President or Vice President, or by the Board of Directors, or upon special written request of 20% of the

members of the Association or of the Board. The request for a special meeting must be presented to the Board in writing, signed by each member requesting the meeting, and containing the required number of signatures.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by or at the direction of the Secretary or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by notice provided in the Association news letter, at least 14 days before such meeting to each member entitled to vote thereat, addressed to the members last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitles to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such a quorum shall not be present at the meeting, at least ten percent (10%) of the members, or of proxies, entitled to cast votes shall constitute a quorum.

Section 5. Proxies. At all meetings of the members, each member may vote in person or by proxy. All proxies shall be submitted to the Board of Directors in writing and are

to be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. Facsimiles of proxies are acceptable.

ARTICLE FOUR

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number and Term. The Affairs of this Association shall be managed by the Board of Directors consisting of no less than five members and preferably nine members. Each Director shall serve for a term of one year or until appointment of a successor.

Section 2. Removal. Any Director may be removed from office and/or the Board, with or without cause, by a majority vote of the members of the Association or of the Board itself. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No Director shall receive compensation for serving as Director; however, a Director may be reimbursed for actual expenses incurred in the Director's performance of duties. The Board of Directors may employ such individuals to provide bookkeeping or secretarial, or other services, as the Board deems necessary, and shall establish a schedule of payment for such services, which expenses shall be included in the annual budget.

Section 4. Action Taken Without a Meeting

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Action taken concerning the maintenance of the common areas does not require a meeting provided that the action taken is approved by a majority of the Directors of the Board.

ARTICLE FIVE

NOMINATION AND ELECTION OF DIRECTORS

Nomination for election to the Board of Directors shall be made by members at each annual meeting of members; however, the Board of Directors may fill vacancies on the Board due to removal or death of an officer or Director without the nomination or vote of the members. At each annual meeting nominations may be held impromptu from the floor by any member of the Association including a member of the Board.

Section 1. Election. Election to the Board of Directors can be held at any meeting established for that purpose, where a quorum is present.

ARTICLE SIX

MEETING OF DIRECTORS

Section 1. Regular Meetings. Meetings of the

Board shall be held at a place and time designated by the President or persons authorized to call meetings. They will be held from time to time on an as needed basis or upon resolution of the Board.

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

Section 3. Quorum. A twenty percent (20%) majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE SEVEN

POWER AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the "Common Areas" and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any

assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for the infraction of published rules and regulations.

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

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

(e) employ a manager, an independent contractor, secretary or bookkeeper, or such other employees as they deem necessary, and to prescribe their duties and the compensation to be paid.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting of the members when such statement is requested in writing by one-fourth (1/4) of members who are entitled to vote:

(b) supervise all officers, agent and employees of this Association, and to see that their duties are properly performed:

(c) as more fully provided in the

Declaration to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of the annual assessment period:

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the annual assessment period, and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay same.

(d) issue, or to cause an appropriate officer to issue upon demand by the record owner of that Lot, a certificate setting forth whether or not any assessment on that owner's Lot has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment.

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

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

(g) cause the common areas to be maintained.

ARTICLE EIGHT

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual meeting of the members.

Section 3. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such a period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such written notice or at any latter date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not e necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer shall serve for the remainder of the term of the officer that he

replaces.

Section 6. Multiple Officers. The offices of treasurer and secretary may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

Section 7. Duties. The duties of the officers are as follows:

(a) The President shall preside at all meetings of the Board of Directors: shall see that the orders and resolutions of the Board are carried out: shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

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

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses and shall perform such other duties as required by the Board, or by law.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget report and statement of income and expenditures to be presented to the membership at its regular annual meeting; and deliver a copy to each of its members.

ARTICLE NINE

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE TEN

BOOKS AND RECORDS

The books, records and papers of the Association shall be viewed only by the members of the Association or Board of Directors. Inspection will be provided upon written request. Such inspection shall take place within a reasonable time that is approved by the Treasurer or Secretary at that appropriate office during business hours and copies can be purchased at the members cost. Each member may have access only to those accounts which

pertain to property that is owned by that member, Association meeting minutes, legal documents concerning the By-Laws, Articles of Incorporation or the Declaration; however, members may also have access to annual reports including expenditures and income.

ARTICLE ELEVEN

ASSESSMENTS

The Board of Directors shall prepare an Annual Operating Budget and shall establish annual and special assessments in accordance with the terms and provisions of the Declaration. The obligation for the payment of all assessments shall be governed by the terms and provisions of the Declaration. All Assessments collected by the Association may be kept in one or more accounts as shall be determined by the Board of Directors. The making and collection of Assessments shall be administered according to the terms and provisions of the Articles, the Declaration or these By-Laws in such manner and amounts as the Board of Directors shall determine. All Assessments by the Association shall be secured by a continuing lien upon the Lot against which the Assessment is made. Any Assessments that are not paid when due shall be delinquent. In addition to those remedies granted in the Declaration, in the event of nonpayment of Assessments when due, the Association may bring an action at law against the Owner who is personally obligated to pay the Assessment, and/or foreclose the lien on the Lot against which the Assessment was made. The Owner shall be

liable for all interest, costs, late charges and reasonable attorneys' fees incurred by the Association in connection with collection, all of which shall be added to the amount of such Assessment. No Owner may waive or otherwise avoid liability for Assessments provided for herein by non-use of the Common Area.

ARTICLE TWELVE

AMENDMENTS

Section 1. These By-Laws may be amended at a regular or a special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In case of a conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE THIRTEEN

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st of December of every year, except that the first year shall begin on the first day of incorporation.

IN WITNESS WHEREOF, we, being all of the directors
of the VILLAS AT INDIAN RIVER PROPERTY OWNERS ASSOCIATION, have
hereunto set our hands at the _____ day of _____, 19____.

IN WITNESS WHEREOF, we, being all of the directors
of the VILLAS AT INDIAN RIVER PROPERTY OWNERS ASSOCIATION, have
hereunto set our hands at the 20th day of MARCH, 1991.

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: APRIL 30, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Carol B. Miller
Notary Public

President *Carl K. Kunkle*

Vice President *John J. Kunkle*

Treasurer *Margaret J. Kunkle*

