

BY-LAWS

OF

COPPER CREEK UNIT II HOMEOWNERS ASSOCIATION, INC.

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

The following are the By-Laws of COPPER CREEK UNIT II HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association," a corporation not for profit, organized and existing under the laws of the State of Florida, which By-Laws have been duly adopted by the Board of Directors of the Association. All terms used herein which may be defined in the COPPER CREEK UNIT II Declaration of Restrictive Covenants, Easements, and Party Wall Agreement (hereinafter referred to as "the Declaration"), as recorded among the Official Public Records of Leon County, Florida, shall be deemed to have the same definition herein.

1. Seal. The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation Not for Profit," and the year of incorporation.

2. Members' Meetings.

(a) The annual members' meeting will be held on the second Tuesday (or such other day during that week if the year

beginning 1994, at such location in Tallahassee, Florida, and such time as the Directors determine, for the purpose of electing Directors and/or transacting any other business authorized to be transacted by the members.

(b) Special meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-fifth (1/5) of the votes of the entire membership.

(c) Notice of all members' meetings, stating the time and place and the objects for which the meeting is called, shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than five (5) days nor more than thirty (30) days prior to the date of the meeting. Notice of meeting may be waived before, at, or after meetings.

(d) A quorum at such meetings shall consist of persons entitled to cast at least one-third (1/3) of the votes of the entire membership.

(e) In any such meeting, each member shall be entitled to cast one vote for each lot owned by said member. If a lot is

owned by more than one person, or is under lease, the person entitled to cast the vote for the lot shall be designated by a certificate signed by all of the record owners of the lot and filed with the Secretary of the Association. If a lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by a certificate of appointment signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of State. Such Certificates shall be valid until revoked, or until the Association has been duly notified in writing of a change of ownership. A certificate designating the person entitled to cast the vote of a homeowner may be revoked in writing by any owner thereof.

(f) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.

(g) The order of business at annual members' meetings, and as far as practical at all other members' meeting, shall be:

- (i) election of chairman;
- (ii) calling of the roll and certifying of proxies;

- (iii) proof of notice of meeting or waiver of notice;
- (iv) reading of approval prior minutes;
- (v) reports of officers;
- (vi) reports of committees;
- (vii) election of directors (if necessary);
- (viii) unfinished business;
- (ix) additional new business; and
- (x) adjournment.

3. Directors.

(a) The affairs of the Association shall be managed by an initial Board of three (3) Directors who shall serve until January 1, 1995, at or before which time they shall appoint a successor Board of not less than five (5) members as provided in the Association's Articles of Incorporation.

(b) Commencing with the 1997 annual meeting, the election of Directors shall be conducted at the annual meeting of members. A nominating committee of three (3) members shall be appointed by the President of the Association not less than thirty (30) days prior to the annual meeting. The committee shall nominate one person to fill the position of each Director whose term is expiring. Additional nominations for Directorships

and Directors may be made from the floor. The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each voter being entitled to cast his vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(c) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by remaining Directors.

(d) Any Director elected by the members may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

(e) Until the Declarant (as defined in the Declaration) has completed and sold all of the lots in COPPER CREEK UNIT II, or until January 1, 1997, or until the Declarant elects to terminate his control of the development, whichever shall first occur, the initial Board of Directors of the Association shall continue to serve, and in the event of vacancies, the vacancies shall be filled by Declarant.

(f) Unless otherwise provided herein, the term of each

Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected, or until he is removed in the manner elsewhere provided.

4. Directors' Meetings.

(a) Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least semiannually, and notice of regular meetings shall be given to each Director at least three (3) days prior to the day named for such meeting.

(b) Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of a majority of the Directors. Notice of the meeting shall be given at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.

(c) Any Director may waive notice of a meeting before, at, or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

(d) A quorum at Director's meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors,

except where approval by a greater number of Directors is required by the Declaration of Restrictive Covenants, Articles of Incorporation, or these By-Laws. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meetings a originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purposes of determining a quorum.

(f) The presiding officer of Directors' meetings shall be the President. In the absence of the presiding officer, the Vice-President shall preside.

(g) The order of business at Directors' meetings shall be:

- (i) calling of roll;
- (ii) proof of due notice of meeting;
- (iii) reading and approval of minutes of the prior meeting;
- (iv) reports of officers and committees;
- (v) election of officers;

- (vi) unfinished business;
- (vii) new business; and
- (viii) adjournment.

5. Power and Duties of the Board of Directors. All of the power and duties of the Association existing under the Declaration, the Articles of Incorporation, and these By-Laws shall be exercised by the Board of Directors, its appointed committees, agents, contractors, or employees, subject only to approval by homeowners when such is specifically required. Compensation of employees or contractors of the Association shall be fixed by the Directors. A Director may be an employee of the Association, and a contract for management of the Association may be entered into which a Director.

6. Officers.

(a) The executive officers of the Association shall be President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected annually by the Board of Directors and who may be removed by vote of the Directors at any meeting. Any person may hold two or more offices. The Board of Directors may from time to time elect other officers to exercise such powers and duties as the Board shall find to be required to manage the affairs of the



Association.

(b) The President shall be the Chief Executive Officer of the Association. He shall have all of the power and duties which are usually vested in the Office of President of an Association, including but not limited to the power to appoint committees from among the members from time to time as he may, in his discretion, determine appropriate to assist in the conduct of the affairs of the Association.

(c) The Vice-President shall, in the absence of disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

(d) The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the Office of Secretary of an Association and as may be required by the

Directors or the President.

(e) The Treasurer shall have custody of all property of the Association; including funds, securities, and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practice and shall perform all other duties incident to the Office of Treasurer.

7. Accounting. The funds and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

(a) "Current Expenses," which shall include all funds and expenditures to be made within the year for which the funds are budgeted, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements, or to operations, the balance in this fund at the end of such year shall be applied to reduce the assessments for current expenses for the succeeding year.

(b) "Reserve for replacement and additional improvement" which shall include funds for maintenance items which occur less frequently than annually, funds for repair or obsolescence, and funds to be used for capital expenditures for additional improvements or additional personal property which

will be a part of the common elements and areas.

8. Budget. The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray common expenses and to provide funds for the accounts listed in Section 7 of these By-Laws.

9. Assessments.

(a) As more fully provided in the Declaration, each member of the Association is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments not paid when due are considered delinquent.

(b) The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawals of monies from such accounts shall be only be checks signed by such persons as are authorized by the Directors, which shall not be less than two (2).

(c) Fidelity Bonds may be required by the Board of Directors from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors.

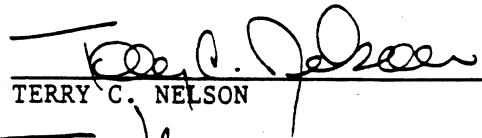
10. Amendments. The By-Laws may be amended in the


following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

(b) A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by any ten (10) members of the Association. The same must be approved by a majority of the members of the Board of Directors and by at least a majority of the votes of the members of the Association.

AUGUST 5, 1992

  
TERRY C. NELSON

  
TERRY C. NELSON, JR.

  
MITCHELL E. WELDON