

Amelia Plantation Property Owner's Association, Inc.  
A Corporation Not For Profit  
By-Laws

ARTICLE I

NAME AND LOCATION. The name of the corporation is Amelia Plantation Property Owner's Association, Inc., hereinafter referred to as the "Association". The Principal office of the corporation shall be located at 1974 14<sup>th</sup> Avenue, Vero Beach, Florida 32960, but meeting of members and directors may be held at such places designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

SECTION 1. "Association" shall mean and refer to Amelia Plantation Property Owner's Association, Inc., its successors and assigns.

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

SECTION 3. "Common Area" shall mean and refer to all real property owned 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 the survey attached to the Declaration with the exception of the Common Areas, Rights-of-Way, Stormwater Retention Areas and Conservation Areas.

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

SECTION 6. "Declarant" shall mean and refer to Amelia Plantation Group, L.L.C., its successors and assigns if such successors and assigns should acquire more than two undeveloped lots from the Declarant.

SECTION 7. "Declaration" shall mean and refer to the Declaration of Covenants, conditions and Restrictions applicable to the Properties recorded in the office of the Clerk of the Circuit Court of Indian River County, Florida.

SECTION 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III  
MEETING OF MEMBERS

SECTION 1. Annual Meetings. The Annual Meeting will be held each November at a day, time and location determined by the Board of Directors and announced in the Annual Meeting Notice.

SECTION 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are record owners of ten (10) or more Lots.

SECTION 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the Vice President/Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addresses to the Member's address 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 Members entitled to cast, or of proxies entitled to cast, fifty (50) percent of the votes of the membership shall constitute a quorum for any action except otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

SECTION 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Vice President/Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his lot.

#### ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. Number. The affairs of the Association shall be managed by a Board of three (3) Directors, who must be Association Members, except that Developers and Builders appointments to the Board need not be Members of the Association by means of Lot ownership, and that the initial member of the Board need not be Members of the Association by means of Lot ownership.

SECTION 2. Term of Office. Members shall elect the Board of Directors at the Annual Meeting. Commencing with the 2005 Annual Meeting. Directors shall serve for a period of one year each. The initial Board of Directors, as appointed by the Declarant, shall be Mark A. Brackett, Joe Schulke, and A'Lana Cutshall. The initial Board shall serve from June 9, 2004 until the election of new Directors at the 2005 Annual Meeting.

SECTION 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of

death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his/her predecessor.

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.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of three (3) members of the Association, who shall not be members of the Board of Directors. The nominating Committee shall be appointed by the Board of Directors at the first Directors meeting following the Annual Meeting of the Members, to serve from the notification of the appointment until the close of the next Annual Meeting of the Members. 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. Such nominations may be made only from Members of the Association.

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may be cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI MEETING OF DIRECTORS

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

- (a) Adopt and publish Rules and Regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; and
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation, or the Declaration; and
- (c) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from two (2) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as

they deem necessary, and to prescribe their duties; and

(e) impose a penalty fee of \$25.00 for each Dues payment received after the last day of the month in which the payment is due and a penalty fee of \$25.00 for each month thereafter that dues payment is not received in full; and

(f) impose the following penalties upon members for infractions of published Rules and Regulations: 1) A written warning for the first infraction; 2) A \$25.00 penalty fee for the second infraction; 3) A \$50.00 penalty for the third and each subsequent infraction.

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 when such statement is requested in writing by any Member; and

(b) supervise all officers, agents 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 at least 30 days prior to the annual fee payment due date;

(2) send written notice of each assessment to every Member subject thereto at least 15 days prior to the annual fee payment due date;

(3) file and foreclose a lien against any property for which assessments, late fees, penalties, interest and/or any other monies due the association are not paid within thirty (90) days after due date or to bring an action at law against the Member personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment 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 certificate shall be conclusive evidence of such payment;

(e) procure or 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 deem appropriate;

(g) cause the Common Area and all Association owned property, real and personal, to be maintained.

ARTICLE VIII  
OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Officers. The officers of this Association, who shall at all times be members of the Board of Directors, shall consist of a President, Vice President/Secretary, and a Treasurer.

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. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

SECTION 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Membership. Any officer may resign at any time giving written notice to the Board, the President, or the Vice President/Secretary. Such resignation shall take effect upon delivery of a letter of resignation or on the date specified in said letter of resignation, whichever is later.

SECTION 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

SECTION 6. Multiple Offices. The offices of Vice President and Secretary shall be held by the same person. No person shall otherwise hold more than one office.

SECTION 7. Duties. The duties are as follows:

a. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out and shall have the authority to sign all checks written on Association account(s).

b. The Vice President/Secretary shall record the votes and keep the minutes and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the Members of the Association together with their addresses, and perform other such duties as required by the Board.

c. 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 have the authority to sign all checks of the Association; keep proper books of account; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to its Members.

ARTICLE IX  
COMMITTEES

The Board of Directors shall appoint a nomination committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as it deems appropriate in carrying out its purpose.

#### ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall be at all times, during regular business hours, subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable price.

#### ARTICLE XI DUES

As more fully provided in the Declaration, each Member is obligated to pay the Association annual dues and special assessments which are secured by a continuing lien upon the property against which the assessments are made. Any dues and/or assessments which are not paid when due shall become delinquent. If the dues and/or assessment is not paid within thirty (30) days after the due date, the due and/or assessment shall bear interest from the date of the delinquency at the rate of 18% per annum, and the Association may bring an action of law against the Owner personally obligated to pay the same, or foreclose the lien against the property,, and interest costs, and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the dues and/or assessments provided herein by nonuse of the Common Area or abandonment of his Lot.

The Developer and shall be exempt from paying dues for a period of ten years from the date of recording the Record Plat. However, the Developer shall be obligated to make up any shortfall in funds by the Association, until such time that the developer begins paying dues in full on all lots owned by Developer or until Developer no longer owns a Lot in the Amelia Plantation subdivision. The Association shall notify Developer of the expected shortfall on the 20th Day of the month preceding the expected shortfall. Developer shall remit the appropriate payment to the Association within 10 days of notification.

The Developer may, at any time, and upon written notice to the Association, waive his exemption from paying dues and begin paying dues to the Association. Upon such notice, the Developer shall no longer be obligated or required to make up any shortfall in funds by the Association. Waiving of the exemption by the Developer is permanent and final.

#### ARTICLE XII CORPORATE SEAL

*The Association shall have a seal in circular form having within its circumference*

the words; Amelia Plantation Property Owner's Association, Inc.

ARTICLE XIII  
AMENDMENTS

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

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

ARTICLE XIV  
MISCELLANEOUS


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


IN WITNESS WHEREOF, AMELIA PLANTATION GROUP, L.L.C., has caused these BY-LAWS OF THE AMELIA PLANTATION PROPERTY OWNER'S ASSOCIATION, INC. to be executed in its name by its President, with its Corporate Seal affixed hereto, together with attestation by its Secretary, this 9th day of June, 2004.

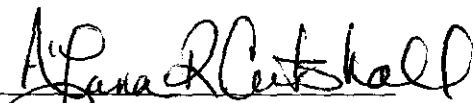
Witnesses:

AMELIA PLANTATION  
PROPERTY OWNERS ASSOC.,  
INC.  
a Florida Corporation

  
\_\_\_\_\_  
MARIA GORDON

  
by \_\_\_\_\_  
Mark A. Brackett  
President

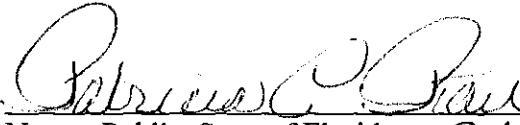
  
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Hollis Bittle

Attest   
A'Lana Cutshall  
Secretary

COUNTY OF INDIAN RIVER

PERSONALLY APPEARED, this day, before me, an officer duly qualified and authorized to administer oaths and take acknowledgments, Mark A. Brackett and A'Lana Cutshall, the President and Secretary respectively of Amelia Plantation Property Owner's Association, Inc., to me well known to be officers of said Corporation who are described in and who executed the foregoing or attached By-Laws of the AMELIA PLANTATION SUBDIVISION, and they, and each of them, acknowledged to and before me that they secured the same as such officers of said corporation, for the same uses and purposes expressed and set forth, and they affixed thereto the official seal of the Corporation.

IN WITNESS WHEREOF, see my Hand and Official Seal, at Vero Beach, Indian River County, Florida, this 9th day of June, 2004.

  
Notary Public, State of Florida. *Patricia A. Pratt*

My Commission expires \_\_\_\_\_

