



BYLAWS

SPRINGLAKE PROPERTY ASSOCIATION, INC.

6100 HWY 98

SEBRING, FLORIDA 33876-9710

863-655-2230

**A FLORIDA NON-PROFIT
CORPORATION**

ARTICLE I
IDENTITY

The following Bylaws shall govern the operation of the development located at and known as Spring Lake, Highlands County, Florida. The association whose name appears at the end of this instrument is a Florida Corporation, not for profit, organized and existing under the laws of the State of Florida, for the purpose of administrating (but not exclusively unless provided for in the association's Articles of Incorporation) the development filed of record and known as Spring Lake, Highlands County, Florida, by which these By-laws are to apply.

Section 1. The office of the association shall be at the development property, or such other places that as may be subsequently designated by the Board of Directors of the association.

Section 2. The seal of the corporation shall bear the name of the corporation, the word Florida" and words "corporation not for profit" and the year of incorporation.

Section 3. As used herein, the word "corporation", shall be the equivalent of "association", as defined by the Articles of Incorporation.

ARTICLE II
MEMBERSHIP AND VOTING PROVISIONS

Section 1. Membership of the association shall be limited to the owners of parcels of land in the Spring Lake Development which has been filed of record and which this association has been granted authority to operate pursuant to Court Orders of the Circuit Court of Highlands County, Florida in case No. 86-288-0. Transfer of parcel ownership, either voluntary or by operation of law, shall terminate Membership in the Association and said membership shall become vested in the transferee. If the parcel ownership is vested in more than one (1) person, then all of the persons so owning said parcels shall be members eligible to hold office, attend meetings, etc., but, as hereinafter indicated, the vote of a parcel or lot shall be cast by the "voting member." If the parcel or lot ownership is vested in a corporation, said corporation may designate the individual officer or employee of the corporation as its "voting member."

Section 2. Voting:

- a. For elections an owner has one (1) vote per parcel/lot. The vote of the parcel/lot shall not be divisible.
- b. A majority of the parcel/lot owners total votes shall decide any question, unless the Articles of Association provide otherwise.

Section 3. Quorum: Unless otherwise provided in these Bylaws, the presence in person or by proxy one-third (1/3) of the parcel/lot owners total votes shall constitute a quorum.

Section 4. Proxies: Votes may be cast in-person or by proxy. All proxies shall be in writing and signed by the person entitled to vote (as set forth below in Section 5). Where a parcel/lot is owned jointly by a husband and wife, if they have not designated one (1) of them as a voting member, a proxy must be signed by both husband and wife where a third person is designated.

Section 5. Designation of Voting Member: If a parcel/lot is owned by one (1) person, his right to vote shall be established by the record title of the parcel/lot. If a parcel/lot is owned by more than (1) person, the person entitled to cast vote for the parcel/lot shall be designated in the certificate signed by all the record owners of the parcel/lot and filed with the Secretary of the association. If a parcel/lot is owned by a corporation, the officer or employee thereof entitled to cast a vote of the parcel/lot for the corporation, shall be designated in the certificate for this purpose, signed by the President or Vice President, attested by the Secretary or Assistant Secretary of the corporation, and filed with the Secretary of this association. A person designated in such certificate who is entitled to cast a vote for the parcel/lot shall be known as the "voting member." If such certificate is not on file with the Secretary of the corporation, the vote of the parcel/lot concerned shall not be considered in determining the requirement for a quorum, or for any purpose requiring the approval of persons entitled to cast a vote for the parcel/lot, except if

said parcel/lot is owned by a husband and wife. Such certificate shall be valid until revoked or until superseded by subsequent certificate, or until a change in ownership of the parcel/lot concerned. If a parcel/lot is owned jointly by a husband and wife, the following three (3) provisions are applicable thereto:

- a. They may, but they shall not be required to, designate a voting member.
- b. 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 the subject at the meeting (as previously provided, the vote of a parcel/lot is not divisible)
- c. Where they do not designate a voting member, and only one is present at the meeting, the person present may cast the parcel/lot vote, just as through he or she owned the parcel/lot individually and without establishing the concurrence of the absent person.

ARTICLE III DEFINITIONS

- Section 1. Association: Association shall mean and refer to Spring Lake Property Owners Association, Inc., its successors and assigns.
- Section 2. Properties: Properties shall mean and refer to that certain real property described in the Declaration of Restrictions and Covenants recorded in the Public Records of Highlands County, Florida for the subdivision known as Spring Lake, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- Section 3. Common Area: Common Area shall mean and refer to all real property which may be conveyed or assigned to the Association or otherwise declared to be for the mutual enjoyment of all members. Said Common Area may be located within or without the properties.
- Section 4. Lot: 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 Area
- Section 5. Owner: Owner shall mean and refer to every person or persons or entity or entities who is the record owner of a fee or undivided fee interest in any lot or portion thereof in the properties, their heirs, successors, legal representatives or assigns.
- Section 6. Declarant: Declarant shall mean and refer to Spring Lake Property Owners Association, Inc., its successors and assigns of any or all of its rights under these articles.
- Section 7. Declaration: Declaration shall mean and refer to the Declaration of Restrictions and Covenants applicable to the properties recorded in the official records of Highlands County, Florida.
- Section 8. Member: Member shall mean and refer to those persons entitled to membership as provided in the Declaration and/or these Bylaws.

ARTICLE IV MEETING OF THE MEMBERSHIP

- Section 1. Place: All meetings of the association membership shall be held on the Spring Lake development property, or such other place and at such time as shall be designated by the Board of Directors of the Association and stated in the notice of meeting, and shall be open to all members.
- Section 2. Notices: It shall be the duty of the Secretary to mail or deliver a notice of each annual or special meeting, stating the time and place thereof, to each parcel/lot owner of record at least fourteen (14) but not more than thirty (30) days prior to such meeting. Notice of any special meeting shall state the purpose thereof. All notices shall be mailed to or served at the address of the parcel/lot owner as it appears on the books of the association.
- Section 3. Annual Meeting: The annual meeting shall be held at 7:30 p.m., Eastern Standard Time, on the second Monday of February each year for the purpose of electing directors and

transacting any other business authorized to be transacted by the members, provided, however, that if that day is a legal holiday, then the meeting shall be held at the same hour on the following Monday. At the annual meeting, the members shall elect by plurality vote, a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

Section 4. Special Meeting: Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, and shall be called by the President or Secretary at the request in writing of the voting members representing twenty five percent (25%) of the members' total votes, which request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subject stated in the notice thereof.

Section 5. Adjournment of Meetings: If any meeting of members cannot be organized because a quorum of voting members is not present, either in person or by proxy, the meeting may be adjourned from time to time until a quorum is present.

Section 6. Approval or Disapproval: Approval or disapproval of a parcel/lot owner upon any matter, whether or not the subject of the association meeting, shall be by the voting members, provided, however, that where a parcel/lot is owned jointly by a husband and wife, and they have not designated one of them as a voting member, their joint approval or disapproval shall be required where they are both present, or in the event only one is present, the person present may cast the vote without established concurrence from the absent person.

ARTICLE V DIRECTORS

Section 1. Number, Term and Qualifications: The affairs of the association shall be governed by a Board of Directors composed of not less than nine (9) persons as determined from time to time by the members. All directors shall be members of the association. All members of a corporate parcel/lot owner shall be deemed to be members of the association so as to qualify as a director herein. To be eligible for election to the Spring Lake Board of Directors, a person must own property AND RESIDE IN SPRING LAKE PROPER SIX (6) MONTHS BEFORE ELECTION TIME. (SEE AMENDMENT AT END OF BYLAWS) The term of each director service shall be extended until the next annual meeting of the members and thereafter until his successor in duly elected or qualified, or he shall be removed in a manner provided in Section 3 below. (SEE AMENDMENT AT END OF BYLAWS)

Section 2. The Board of Directors:

a. The Board of Directors of the association, who shall hold office and serve until their successors have been elected and qualified, shall consist of the following:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer
6. Member
7. Member
8. Member
9. Member

b. The organizational meeting of the newly elected Board of Directors of the association shall be held within ten (10) days of their election, at such place and time as shall be fixed by the directors at the meeting at which they were elected and no further notice of the organizational meeting shall be necessary, provided a quorum shall be present.

Section 3. Removal of Directors: At any time after the first annual meeting of the membership at any duly convened regular or special meeting, anyone (1) or more of the directors may be removed with cause, by the affirmative vote of the voting members casting not less than a

majority of the total votes present at said meeting, an a successor may then and there be elected to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner in Section 4 below.

Section 4. Vacancies on Directorate: If the office of any director or directors-becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors who shall hold such office for the balance of the un-expired term in respect to which such vacancy thus occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors.

Section 5. Disqualification and Resignation of Directors: Any director may resign at any time by sending a written notice of such resignation to the office of the association, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. Commencing with directors elected at the first annual meeting of the membership, the transfer of his parcel/lot by a director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an assessment and said delinquency shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors.

Section 6. Regular Meetings: The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Notice of said regular meetings shall nevertheless be given each director, personally or by mail, telephone or telegraph, at least five (5) days prior to the day named for such meeting. All meetings of the Board of Directors, including special meetings in accordance with Section 7 below, shall be open to all parcel/lot owners.

Section 7. Special Meetings: Special meetings of the Board of Directors may be called by the President, and in his absence, by the First Vice President, or by a majority of the members of the Board of Directors, giving five (5) days notice, in writing, to all the members of the Board of Directors of the time and place of said meeting. All notices of special meetings shall state the purpose of the meeting.

Section 8. Directors Waiver of Notice: Before or at any meeting of the Board of Directors, any director may waive notice of such meeting and such waiver may be deemed equivalent to the giving of notice. Attendance by a director at any meeting of the Board shall be a waiver of notice to him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. 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 the majority of the directors present at such meetings at which the quorum is present, shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time.

Section 10. Compensation: No director shall receive compensation for any service he may render to the association, however, any director may be reimbursed for actual expenses incurred in the performance of his duty.

Section 11. Powers and Duties: The Board of Directors of the association shall have the powers and duties necessary for the administration of affairs of the association and may do all such acts and things as are not by law of by the Articles of Incorporation of the Association or by these Bylaws, directed to be exercised and done by parcel/lot owners. These powers shall specifically include, but shall not be limited to, the following:

- a. To exercise all powers specifically set forth in the association's Articles of Incorporation, these Bylaws and all Corporation's Legislative Acts and all powers incidental thereto;

- b. To make assessments, collect said assessments, and use and expend the assessments to carry out the purposes and powers of the association;
- c. To adopt and publish Rules and Regulations governing the use of common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions thereof;
- d. To suspend the voting rights and the right of use of any 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 sixty (60) days for infraction of published rules and regulations.
- e. To employ, dismiss, and control the personnel necessary for the maintenance and operation of the project, and of the common areas and facilities including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises. To designate one (1) or more committees which, to the extent provided in the resolution designating affairs and businesses of the association. Such committees shall consist of at least three (3) members of the association. The committee or committees shall have such name or names as may be determined from time to time by the Board of Directors and said committee(s) shall keep regular minutes of their proceeding and report the same to the Board of Directors as required. The foregoing powers shall be exercised by the Board of Directors subject only to the approval by the parcel/lot owners when such is specifically required.
- f. To enforce by means set forth herein Spring Lake Deed of Restrictions in all Villages and common properties.

ARTICLE VI OFFICERS

Section 1. Elective Officers: The principal officers of the association shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. One (1) person may not hold more than one (1) of the aforementioned offices, except one (1) person may be both Secretary and Treasurer. The President and First Vice President and Second Vice President shall be members of the Board of Directors.

Section 2. Election: The officers of the association designated in Section 1 above shall be elected annually by the Board of Directors at the organizational meeting of each new Board following the meeting of the members.

Section 3. Appointive Officers: The Board may appoint Assistant Secretaries and Assistant Treasurers, and such officers as the Board of Directors deems necessary.

Section 4. Term: The officers of the association shall hold the office until their successors are chosen and qualify in their stead. Any officer elected, or appointed by the Board of Directors may be removed at any time, with cause, by the Board of Directors.

Section 5. The President He shall be the chief executive officer of the association; he shall preside at all meetings of the parcel/lot owners and of the Board of Directors. He shall have the executive powers and general supervision over the affairs of the association and other officers. He shall sign all written contracts to perform all of the duties incident to his office and which may be delegated to him from time to time by the Board of Directors

Section 6. The First Vice President He shall perform all of the duties of the President in his absence, and such other duties as may be required of him from time to time by the Board of Directors of the association.

Section 7. The Second Vice President He shall perform all of the duties of the President and First Vice President in their absence, and such other duties as may be required of him from time to time by the Board of Directors.

Section 8. The Secretary: He shall issue notices of all Board of Directors meetings and all meetings of the parcel/lot owners; he shall attend and keep minutes of the same; he shall have charge of all of the association's books, records and papers, except those kept by the Treasurer. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

Section 9. The Treasurer:

- a. He shall have custody of the association's funds and shall keep full and accurate accounts and receipts and disbursements in books belonging to the association, and shall deposit all monies and other effects in the name and to the credit of the association, in such depositories as may be designated from time to time by the Board of Directors.
- b. He shall disburse the funds of the association as may be ordered by the Board of Directors in accordance with these Bylaws, making proper vouchers for such disbursements, and shall render to the President and the Board of Directors at the regular meeting of the Board of Directors, or whenever they may require it, an account of all of his transactions as the Treasurer and of the financial condition of the association.
- c. He shall collect the assessments and shall promptly report the status of collections and all delinquencies to the Board of Directors.
- d. He shall give status reports to potential transferees on which reports the transferees may rely.
- e. The Assistant Treasurer shall perform the duties of the Treasurer when the Treasurer is absent.
- f. All checks shall require dual signatures by any of the following: President, First Vice President, Second Vice President, Secretary, Treasurer.

ARTICLE VII FINANCES AND ASSESSMENTS

Section 1. Depositories: The funds of the association shall be deposited in such banks and depositories as may be determined by the Board of Directors from time to time upon resolutions approved by the Board of Directors, and shall be withdrawn only upon checks and demand for monies signed by such officer or officers of the association as may be designed by the Board of Directors. Obligations of the association shall be signed by at least two (2) officers of the association.

Section 2. Fiscal Year: The fiscal year for the association shall begin on the first day of January of each year provided, however, that the Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America, at such time as the Board of Directors deems it advisable.

Section 3. Determination of Assessments:

- a. The Board of Directors of the Association shall fix and determine, from time to time, the sum or sums necessary and adequate for the common expense of the association. Common expenses shall include expenses for the operation, maintenance and replacement or repair of common areas or elements in the limited common areas or elements, costs of carrying out the powers and duties of the association, all insurance premiums and expenses relating thereto, and any other expenses designated by the Board of Directors or pursuant to these Bylaws. The Board of Directors is specifically empowered, on behalf of the association, to make and collect assessments and to lease, maintain, repair and replace the

common elements or areas and the limited common elements or areas. Funds for the payment of the common expenses shall be assessed against the parcel/lot owners in their proportionate or percentages of sharing common expenses, as provided for by declarations. Whenever any assessments exceeds five dollars (\$5.00) in one year such assessment such assessment must be approved by a majority vote at a regular meeting.

- b. A copy of a proposed annual budget of the association shall be mailed to he parcel/lot owners not less than thirty (30) days prior to the meeting at which the budget will be considered, together with notice of that meeting. The parcel/lot owners shall be given written notice of the time and place at which the meeting of the Board of Directors shall be held to consider the proposed annual budget of the association and such meeting shall be open to the owners.

Section 4. Financial Report: a report of the cash receipts and expenditures of the accounts of the association shall be made annually. Said financial report shall be prepared by an accountant as the Board of Directors determines, and a copy of said report shall be available to the members of the association in the office of said association and with the Treasurer of the association. Such report shall be available not later than 90 days after the end of the year for which the report is made.

Section 5. Application of Surplus: Any payments or receipts to the association, whether from parcel/lot owners or otherwise, paid during the year in excess of operating expenses and other common expenses of the association shall be kept by the association and applied against the association's expenses for the following year.

ARTICLE VIII COMPLIANCE AND DEFAULT

Section 1. Violations: In the event of a violation, (other than the nonpayment of an assessment) by a parcel/lot owner in any other provisions of the association. The Association by direction of the Board of Directors, may notify the parcel/lot owner of a written notice of said breach, transmitted by mail, and if such violation shall continue for a period of seven (7) days from the date of the notice, the association, through its Board of Directors, shall have the right to treat such violation as an intentional and inexcusable and material breach of the Bylaws or any pertinent provisions of the Articles of Incorporation and the Association may then at its option have the following elections:

- a. An action at law to recover for its damage, on behalf of the association or on behalf of the other parcel/lot owners;
- b. An action in equity to enforce performance on the part of the parcel/lot owner; or
- c. An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

Any violation which are deemed by the Board of Directors to be hazardous to public health may be corrected immediately as an emergency matter by the association and the cause thereof shall be charged to the parcel/lot owner as a specific item, which shall be a lien against said unit with the same force and effect as if the charge were part of the association's expenses. In the event an owner of any parcel/lot in the subdivision shall fail to maintain the premises and the improvements thereon in a manner satisfactory to the Board of Directors, the association after approval by two-thirds (2/3) vote of the Board of Directors, shall have the right, through its agents or employees, to enact upon said parcel/lot and repair, maintain and restore the parcel/lot and the exterior of the buildings and other improvements erected thereon. The cost of such exterior maintenance shall be added to and become a part of the assessment to which every parcel/lot is subject as hereinabove set forth.

Section 2. Negligence or Carelessness of Parcel/lot owner: All parcel/lot owners 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, but only to the extent that such expense is not met by the proceeds of the insurance carrier by the association. Such liability shall include any increases in insurance rates occasioned by the use, misuse, occupancy or abandonment or any parcel/lot or its appurtenances. Nothing herein contained, however, shall be construed so as to modify and waiver of any insurance company of its rights of subornation. The expense for any maintenance, repair or replacement required, as provided in this Section, shall be charged against the parcel/lot owner as a specific item, which shall be a lien against such parcel/lot with the same force and effect as if the charge were part of the common expenses.

Section 3. Costs and Attorney's Fees: In any proceeding arising because of the alleged default by parcel/lot owner, the prevailing party shall be entitled to recover the costs of the proceeding and such reasonable attorney's fees to all appeals as may be determined by the Court.

Section 4. No Waiver of Rights: The failure of the association or of a parcel/lot owner to enforce any right, provision, covenant or condition which may be granted by the association, its Articles and Bylaws, shall not constitute a waiver of a right of the association or owner to enforce such right, provision, covenant or condition in the future.

Section 5. Election of Remedies: All rights, remedies, and privileges granted to the association or to a parcel/lot owner, pursuant to any terms, provisions, covenants or conditions of these Bylaws or any other documents, shall be deemed to be cumulative and the exercise of one (1) or more shall not be deemed to constitute an election of remedies, nor shall it preclude any party thus exercising the same from exercising such other and additional right, remedies or privileges as may be granted to such party by the laws or in equity.

ARTICLE IX AMENDMENTS TO THE BYLAWS

The Bylaws may be altered, amended or added to at any duly called meeting of the parcel/lot owners provided:

1. Notice of the meeting shall contain the statement of the proposed amendment;
2. If the amendment has received the unanimous approval of the full Board of Directors, then it shall be approved upon affirmative vote of the voting members casting majority of the total votes of the members of the association;
3. If the amendment has not been approved by unanimous vote of the Board of Directors, then the amendment shall be approved by affirmative vote of the voting members casting not less than three-fourths (3/4) of the total votes of the members of the association: and,
4. These Bylaws may only be amended with the written approval when required by the parties as specified herein.

ARTICLE X NOTICES

Whatever notices are required to be sent hereunder shall be delivered or sent in accordance with the applicable provisions for notices as set forth in these Bylaws.

ARTICLE XI INDEMNIFICATIONS

The association shall indemnify every director and every other officer, his heirs, personal representatives, and administrators, against all costs and expense reasonably occurred by him in connection with any action, suit, or proceeding which he may be made party by reasons of his being or having been a director or officer of this association, except as to matters wherein he shall

be finally adjudged in such action, suit or proceeding, to be liable or guilty of gross negligence or willful misconduct. The foregoing right shall be in addition to, and not exclusive, of all other rights to which such director or officer may be entitled.

ARTICLE XII
PARLIAMENTARY RULES

Roberts Rules of Order (Latest Edition) shall govern the conduct of the association meetings.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Spring Lake Home Owners Association Inc., a Florida Corporation, and that the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, and an approval vote of 33 Yes, 29 No at the same meeting May 11th, 1987, of the members present, held on the 11th day of May, 1987.

AMENDMENT TO ARTICLE V

Meeting of Membership: Passed, February 12th, 1990

The election of the Board of Directors shall be by staggered election, whereby in the election to be held in February 1991, the five (5) candidates receiving the greatest number of votes shall be elected for a term of two (2) years, and the four (4) candidates receiving the next greatest number of votes shall be elected for a one (1) year term and in elections thereafter all directors shall be elected for a term of two (2) years.

AMENDMENT TO ARTICLE IV

Directors Number, Term and Qualifications: Passed October 5th, 2004.