

BYLAWS
HUNTINGTON BY THE VILLAGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is HUNTINGTON BY THE VILLAGE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 10019 Carrollwood Center, Tampa, Florida, 33618, but meetings of members and directors may be held at such places within the State of Florida, County of Hillsborough, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

SECTION 1. "Association" shall mean and refer to Huntington by the Village Homeowners' 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, for Lowell Village Subdivision, also known as HUNTINGTON BY THE VILLAGE and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 3. "Common Area" shall mean 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 Parcel of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area or areas deeded to a government authority or utility.

SECTION 5. "Site" shall mean one half of the individual lots or parcels of land referred to above.

SECTION 6. "Unit" or "Duplex Unit" shall mean 1/2 of the duplex structure erected on a individual "parcel" or "lot".

SECTION 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any site 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 8. "Declarant" shall mean and refer to the Pan American Housing Corporation, a Florida corporation, its successors and assigns, if such successors and assigns should acquire more than one undeveloped site from the Declarant for the purpose of development.

SECTION 9. "Declaration" shall mean and refer to the Declaration of Restrictions applicable to the Properties recorded in the Public Records of Hillsborough County, Florida, the terms of which are incorporated herein by reference.

SECTION 10. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

SECTION 11. All other terms used herein and defined in the Declaration shall have the definition set forth in the Declaration.

ARTICLE III

MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held on the second Sunday in August of each year hereafter, at an hour to be determined annually by the Board. If the date determined under the preceding sentence for the annual meeting of the members is a legal holiday, the meeting will be held at an hour determined by the Board, on the first day following such date which is not a legal holiday.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4th) of all of the votes.

SECTION 3. NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary of the Association, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote at such meeting, addressed 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 in person or by proxy of members entitled to cast one-third (1/3) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at such

meeting shall have 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 by proxy.

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 Secretary of the Association. Every proxy shall be revocable and shall automatically cease as to any Site upon conveyance by the member of such Site.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE.

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board with a minimum of nine (9) directors, who need not be members of the Association. Regardless of the number, there shall always be an odd number of directors.

SECTION 2. TERM OF OFFICE. At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years at each annual meeting thereafter the members shall elect three (3) directors for a term of three years.

SECTION 3. REMOVAL, DEATH, RESIGNATION. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of both classes of membership. 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 4. COMPENSATION. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 5. 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 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 a nominating committee. Nomination may also be made from the floor at the annual meeting of the members. The nominating committee shall consist of a Chairman,

who shall be a member of the Board of Directors and two or more members of the Association. 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 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. Such nominations may be made from members or non-members.

SECTION 2. ELECTION. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may 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

MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should the date of any such meeting fall upon a legal holiday, then such meeting shall be held at the same time on the next day following such date which is not a legal holiday.

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 (3) days notice to each Director.

SECTION 3. QUORUM. A 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 VII

POWERS AND DUTIES OF THE BOARD 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 recreational 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 sixty (60) days, for infraction of published rules and regulations;

c) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, 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 (3) consecutive meetings of the Board of Directors;

e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

f) establish penalties, including fines, for violations of the terms and provisions of the Declaration of Restrictions, the Articles of Incorporation of the Association, these Bylaws, and any rules and regulations duly promulgated by the Board. Fines may only be imposed after giving notice and the opportunity for a hearing. The Board may establish fine amounts and procedures for levying fines by rule.

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 one-fourth (1/4th) of the Class A members who are entitled to vote;

b) supervise all officers, agents and employees of the 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 thirty (30) days in advance of each annual assessment period;

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

(3) foreclose the lien against any site for which assessments are not paid within a reasonable time after the due

date of such assessment or to bring an action at law against the Owner personally obligated to pay the same.

d) issue, or 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 and maintain adequate liability and hazard insurance on the Common Area and other property owned by the Association;

f) cause all officers or employees of the Association having fiscal responsibilities to be bonded, as it may deem appropriate;

g) cause the Common Area to be maintained;

h) see that no Duplex Unit shall be leased unless the lessee is approved by the Board.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. The officers of this Association shall be a President, a Vice-president, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be members of the Association.

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 die, resign, or shall be removed or otherwise disqualified to serve.

SECTION 4. 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 period, have such authority, and perform such duties as the Board may, from time to time, determine.

SECTION 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later

time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. 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 office he replaces.

SECTION 7. MULTIPLE OFFICES. The offices of Secretary and Treasurer 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 4 of this Article.

SECTION 8. DUTIES. The duties of the officers are as follows:

PRESIDENT

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; 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 and stead of the President and 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; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; shall appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

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; shall keep proper books of account and cause an annual audit of the Association books to be made by their accountant at the completion

of each fiscal year; and shall 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 to each of its members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its obligations and privileges.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Unit Site against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the Association shall have the right to charge a late fee in an amount not to exceed \$25.00, and the assessment shall bear interest from the date of delinquency at the highest rate permitted by Florida law from time to time. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Unit Site, and late fees, 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 assessments provided for herein by non-use of the Common Area or abandonment of his unit site. Any payment received by the Association shall be applied first to any interest accrued by the Association, then to any late fee, then to any costs and reasonable attorney's fees incurred in collection, and then to the delinquent assessment, notwithstanding any restrictive endorsement, designation, or instruction placed on or accompanying any payment.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words HUNTINGTON BY THE VILLAGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XIII

CERTIFICATION

An instrument signed by any executive officer of the Association, and attested by the Secretary of the Association under the Association's seal, is conclusive evidence that any required approval has been obtained as to persons without actual knowledge to the contrary.

ARTICLE XIV

AMENDMENTS

SECTION 1. These Bylaws 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 Bylaws, the Articles shall control; and, in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

SECTION 1. The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of every year.

SECTION 2. In accordance with the Declaration and the duties of the Board of Directors as otherwise stated in these Bylaws, Owners who desire to lease their unit must submit a completed Application for Lease Approval to the Board of Directors. Such Application shall be in a form adopted or approved by the Board of Directors, and shall contain, at a minimum, the name of the unit Owner, the address of the unit, the name of the proposed lessee(s), the address of the Owner, a copy of the proposed lease, and an agreement signed by both the Owner and the proposed Lessee that a copy of the Association documents has been furnished to the Lessee and that the Lessee will abide by all the provisions of such documents. Such application shall be submitted to the Board for their approval prior to the lessee moving into the unit.

Article III, Section 1 of the By Laws of Huntington By The Village Homeowners' Association, Inc. is amended to read as follows:

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held ~~on the second Sunday in August~~ in November of each year hereafter, on a date and at an hour to be determined annually by the Board. ~~If the date determined under the preceding sentence for the annual meeting of the members is a legal holiday, the meeting will be held at an hour determined by the Board, on the first day following such date which is not a legal holiday.~~

Article IV, Section 1 of the By Laws of Huntington By The Village Homeowners' Association, Inc. is amended to read as follows:

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board with a minimum of ~~nine (9)~~ five (5) directors, who need not be members of the Association. Regardless of the number, there shall always be an odd number of directors.

Article VI, Section 1 of the By Laws of Huntington By The Village Homeowners' Association, Inc. is amended to read as follows:

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held not less frequently than bi-monthly ~~without notice~~, at such place and hour as may be fixed from time to time by resolution of the Board. ~~Should the date of any such meeting fall upon a legal holiday, then such meeting shall be held at the same time on the next day following such date which is not a legal holiday.~~

Article XV, Section 1 of the By Laws of Huntington By The Village Homeowners' Association, Inc. is amended to read as follows:

SECTION 1. The fiscal year of the Association shall begin on the first day of ~~July~~ January and end on the ~~30th~~ 31st day of ~~December~~ June of every year.

CODING: The full text to be amended is stated: New words to be inserted are double-underlined, ~~words to be deleted are lined through with hyphens.~~