

**BY-LAWS**

-of-

WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1. Name. The name of the corporation shall be WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC. ("Association").

Section 2. Principal Office. The principal office of the Association shall be at 161 Darby Court, Dunedin, Florida 33528, or at such location as may be designated by the Association's Board of Administration. All books and records of the Association shall be kept at its principal office.

Section 3. Definitions. As used herein, the term corporation shall be synonymous with "Association" as defined in the Declaration of Covenants, Conditions and Restrictions for WILLOW WOOD VILLAGE, recorded in Official Records Book 5149, at Page 332 of the Public Records of Pinellas County, Florida, as amended ("Declaration"), and the words "Unit", "Residence", "Properties", "Common Properties", "Owners" and "Declarant" are defined as set forth in the Declaration.

ARTICLE II

DIRECTORS

Section 1. Number and Term. The number of directors ("Directors") which shall constitute the Association's Board of Directors shall be not less than three (3). Until succeeded by Directors elected at the first meeting of members ("Members"), Directors need not be Members of the Association, but, thereafter, all Directors, except for those Directors elected by the Declarant, shall be Members of the Association. Within the limits above specified, the number of Directors shall be elected to serve for a term of one (1) year or until his successor shall be elected and shall qualify. The first Board of Directors shall have three (3) members.

Section 2. Vacancy and Replacement. 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, at a special meeting of Directors duly called for this purpose, shall choose a successor or successors who shall hold office for the unexpired portion of the term of the vacated office. Notwithstanding the foregoing, the Declarant is authorized to replace any Director elected by the Declarant.

Section 3. Removal. Any member of the Board of Directors may be recalled and removed from office with or without cause by the vote or agreement in writing of holders of a majority of the total votes of the members. A special meeting of the members of the Association to recall a member or members of the Board of Directors may be called by holders of ten percent (10%) of the total votes of members giving notice of the meeting as required for a meeting of Members and the notice shall state the purpose of the meeting. No Director shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever. The above provisions

01	RECORDING	REC	02219	DS	PT	RES	4TH	CLV	TOTR
----	-----------	-----	-------	----	----	-----	-----	-----	------

RETURN TO:  
Lois Marotta  
153 Chelsea Ct  
Dunedin FL 34698

shall not be applicable to Directors elected or appointed by the Declarant. If any Director fails to pay any assessment levied against him by the Board of Directors, whether regular or special assessment, within thirty (30) days after its due date, he shall automatically be removed as a Director and the remaining Directors shall select a successor to serve the unexpired portion of the term of said removed Director.

**Section 4. Powers.** The property and business of the Association shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by the Florida Statutes, the Articles of Incorporation or the Declaration. The powers of the Board of Directors shall specifically include, but not be limited to, the following:

- A. To levy and collect regular and special assessments.
  - B. To use and expend the assessments collected to maintain, operate, lease, care for and preserve the Properties and the Common Properties, except those portions thereof which are required to be maintained, cared for and preserved by the Owners and/or condominium associations.
  - C. To purchase the necessary equipment required in the maintenance, care and preservation referred to above.
  - D. To enter into and upon the Residences when necessary, with as little inconvenience to the Residence Owners as possible, in connection with said maintenance, care and preservation.
  - E. To insure and keep insured said Common Properties against loss from fire and/or other casualty and the Owners against public liability, and to purchase such other insurance as the Board of Directors may deem advisable.
  - F. To collect delinquent assessments by suit or otherwise, abate nuisances and enjoin or seek damages from the Members for violations of these By-Laws, the Articles of Incorporation, the Declaration, and the rules and regulations promulgated by the Board of Directors.
  - G. To employ and compensate such personnel as may be required for the maintenance and preservation of the Properties and Common Properties.
  - H. To make reasonable rules and regulations for the occupancy of the Residences and the use of the Common Properties.
  - I. To acquire, rent or lease Residences Units and/or portions of the Common Properties in the name of the Association or a designee.
  - J. To contract for the management of the Properties and/or Common Properties and to delegate to such other party all powers and duties of the Association except those specifically required by the Declaration to have the specific approval of the Board of Directors or membership.
  - K. To carry out the obligations of the Association under any easements, restrictions or covenants running with any land subject to the Declaration.
- Section 5. Compensation.** Neither Directors nor officers shall receive compensation for their services as such.

**Section 6. Meetings.**

A. The first meeting of each Board of Directors newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the same place as the Members' meeting and immediately after the adjournment of same.

B. Special meetings shall be held whenever called by the president or a majority of the Board. The secretary shall give notice of each special meeting either personally or by mail or telegram, at least three (3) days before the date of such meeting, but the Directors may waive notice of the calling of the meeting.

C. Meetings of the Board of Directors shall be open to all Members and, except in cases of emergency, notices of such meetings shall be posted conspicuously on the Common Properties at least forty-eight (48) hours in advance of such meetings.

D. A majority of the Board shall be necessary at all meetings to constitute a quorum for the transaction of business and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at the meeting, the Directors then present may adjourn the meeting until a quorum shall be present.

**Section 7. Order of Business.** The order of business at all meetings of the Board shall be as follows:

- A. Roll call.
- B. Reading of minutes of the last meeting.
- C. Consideration of communications.
- D. Resignations and elections.
- E. Reports of officers and employees.
- F. Reports of committees.
- G. Unfinished business.
- H. Original resolutions and new business.
- I. Adjournment.

**Section 8. Accounting Records.** The Association shall maintain accounting records according to generally accepted principles of accounting, consistently applied, which shall be open to inspection by Members or their authorized representatives at a reasonable time and written summaries of which shall be supplied at least annually to Members or their authorized representatives. Such records shall include, but are not limited to, a record of all receipts and expenditures and an account for each Residence and Unit which shall designate the name and address of the Owner, the amount of each assessment, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due.

ARTICLE III

OFFICERS

Section 1. Executive Officers. The executive officers of the Association shall be a President, Vice-President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors. Any two (2) of said offices may be united in one (1) person, except that the President shall not also be the Secretary or an Assistant Secretary of the Association. If the Board so determines, there may be more than one (1) Vice-President.

Section 2. Subordinate Officers. The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board of Directors and who shall have such authority and perform such duties as from time to time may be prescribed by said Board.

Section 3. Tenure of Officers; Removal. All officers and agents shall be subject to removal, with or without cause, at any time by action of the Board of Directors, which may delegate such powers to any officer. In the event that any officer fails to pay any assessment levied by the Board of Directors, whether regular or special assessment, within thirty (30) days of its due date, said officer shall automatically be removed from office and the Board of Directors shall appoint a successor.

Section 4. The President.

A. The President shall be chairman of, and shall preside at, all meetings of the Members and Directors, shall have general and active management authority over the business of the Association except that which is delegated, shall see that all orders and resolutions of the Board are carried into effect, and shall execute bonds, mortgages and other contracts requiring a seal of the Association. The seal, when affixed, shall be attested by the signature of the Secretary.

B. He shall supervise and direct all other officers of the Association and shall see that their duties are performed properly.

C. He shall submit a report of the operations of the Association for the fiscal year to the Directors (whenever called for by them) and to the Members at their annual meeting, and from time to time shall report to the Board all matters within his knowledge which the best interests of the Association may require be brought to its notice.

D. He shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 5. The Vice-President. The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in his absence, together with such other duties as may be prescribed by the Board of Directors or the President.

Section 6. The Secretary.

A. The Secretary shall keep the minutes of meetings of the Members and of the Board of Directors in one (1) or more books provided for that purpose. The minute book shall be available for inspection by all Members, or their authorized representatives, and by the Board of Directors, which minutes shall be retained for a period of not less than seven (7) years.

B. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as otherwise required by law.

C. He shall be the custodian of the corporate records and of the seal of the Association and shall see that the seal of the Association is affixed to all documents, the execution of which, on behalf of the Association, under its seal, is duly authorized in accordance with the provisions of these By-Laws.

D. He shall keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member.

E. In general, he shall perform all duties incident to the office of the Secretary and other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. The Treasurer.**

A. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

B. He shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

C. He may be required to give the Association a bond in a sum and with one (1) or more sureties satisfactory to the Board for the faithful performance of the duties of his office and the restoration to the Association, in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Association.

**Section 8. Vacancies.** If the office of the President, Vice-President, Secretary, Treasurer or any other office established by the Board of Directors becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors, by a majority vote of the Board of Directors, may choose a successor or successors who shall hold office for the unexpired portion of the term of the vacated office.

**Section 9. Resignations.** Any Director or officer may resign his office at any time, in writing, which resignation shall take effect from time of its receipt by the Association, unless some later time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

**ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS**

**Section 1. Membership.** Every Owner including Declarant shall automatically be a member of the Association. Membership

shall be appurtenant to and may not be separated from ownership of any Residence which is subject to this Declaration and any such membership shall terminate simultaneously with any termination of such ownership.

**Section 2. Voting.** Each member shall be entitled to cast one vote for each residence owned by said member. When any property entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify the Secretary of the Association of the name of such individual. The vote of such individual shall be considered to represent the will of all the Owners of that property.

**Section 3. Change of Membership.** Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument conveying record fee title to any Residence and by the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument shall, by his acceptance of such instrument, become a member of the Association, and the membership of the prior Owner shall be terminated. In the event that a copy of said instrument is not delivered to the Association, said Owner shall become a member, but shall not be entitled to voting privileges enjoyed by his predecessor in interest. The foregoing shall not, however, limit the Association's powers or privileges. The interest, if any, of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property. Membership in the Association by all Owners shall be compulsory and shall continue, as to each Owner, until such time as such Owner transfers or conveys of record his interest in the real property upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the real property interest upon which membership is based.

**Section 4. Declarant Control.** Notwithstanding anything herein to the contrary, until January 1, 1990 or an earlier date as Declarant may decide, the Declarant shall have a total number of votes equal to not less than the number of votes cumulatively held by all other members, plus one (1), providing it with a majority of the votes of the membership upon expiration of the stated period, the company shall continue to possess voting rights incident to ownership as described herein.

#### ARTICLE V

##### MEETINGS OF MEMBERSHIP

**Section 1. Place.** All meetings of the Association membership shall be held at such place as may be stated in the notice of the meeting.

**Section 2. Annual Meeting.**

A. The first annual meeting of Members shall be held on November 2, 1981, if not a legal holiday and, if a legal

holiday, then on the next secular day following. In addition to the election of Directors at said first meeting, such other business as may properly come before the meeting may be transacted.

B. Regular annual meetings subsequent to the first meeting shall be held at 10:00 A.M. on the first Monday in November of each year if not a legal holiday and, if a legal holiday, then on the next secular day following.

C. At the annual meetings, the Members, by a majority vote (cumulative voting prohibited) shall elect a Board of Directors and transact such other business as may properly come before the meeting.

D. Written notice of the annual meeting shall be personally served upon or mailed by certified mail to each Member entitled to vote at such address as appears on the books of the Association, at least fourteen (14) days prior to the meeting. A notice of such meeting shall be posted at a conspicuous place on the Common Properties at least fourteen (14) days prior to the meeting.

Section 3. Membership List. At least fourteen (14) days before every election of Directors, a complete list of Members entitled to vote at said election, arranged numerically by Lots, with the residence of each Member, shall be prepared by the Secretary. Such list shall be produced and kept for said fourteen (14) days and throughout the election at the office of the Association and shall be open to examination by any Member throughout such time.

Section 4. Special Meetings.

A. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of Members holding one-third (1/3) of the total votes of the Association. Should the President fail to call such a special meeting, such Members may, in lieu thereof, call such meeting. Such request shall state the purpose or purposes of the proposed meeting.

B. Written notice of a special meeting of Members stating the time, place and object thereof shall be served upon or mailed to each Member entitled to vote thereon at such address as appears on the books of the Association at least seven (7) days before such meeting. A notice of such meeting shall be posted at a conspicuous place on the Common Properties at least seven (7) days prior to the meeting.

C. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 5. Quorum. Members holding a majority of the total votes of the Association, present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute, the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented,

any business may be transacted which might have been transacted at the meeting originally called.

Section 6. Vote Required to Transact Business. When a quorum is present at any meeting, a majority of the votes cast, in person or represented by written proxy, shall decide any question brought before the meeting, unless the question is one which, by express provision of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case such express provision shall govern and control the decision of such question.

Section 7. Right to Vote.

A. Members who are delinquent in the payment of assessments shall not be entitled to vote at any meeting of the Members, annual or special, for so long as any such assessments remain delinquent.

B. All proxies must be in writing, signed by the voting Member granting the proxy and filed with the Secretary prior to the meeting, annual or special, for which said proxy is granted. The proxy shall be valid only for such meeting or meetings subsequently held pursuant to an adjournment of that meeting. Proxies may be given only to a voting Member.

Section 8. Waiver and Consent. Whenever the vote of Members at a meeting is required or permitted by any provision of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws in connection with any action of the Association, the meeting and vote of Members may be dispensed with if all Members who would have been entitled to vote upon the action of such meeting if such meeting were held shall consent in writing to such action being taken.

Section 9. Order of Business. The order of business at annual Members' meetings and, as far as practical, at other Members' meetings will be:

- A. Election of Chairman.
- B. Roll call.
- C. Proof of notice of meeting or waiver of notice.
- D. Reading of minutes of prior meeting.
- E. Officers' reports.
- F. Committee reports.
- G. Elections.
- H. Unfinished business.
- I. New business.
- J. Adjournment.

ARTICLE VI

NOTICES

Section 1. Definition. Whenever, under the provisions of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director, officer or Member, it shall not be construed to mean



only personal notice, but such notice may be given in writing by mail by depositing the same in a post office or letter box in a postpaid, sealed envelope, addressed as appears on the books of the Association. Any such notice and any notice of any meeting of the Members, annual or special, need not be sent by certified mail, except as otherwise provided by statute, the Articles of Incorporation, these By-Laws or the Declaration.

**Section 2. Service of Notice - Waiver.** Whenever any notice is required to be given under the provisions of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

**Section 3. Address.** The address for notice to the Association is 161 Darby Court, Dunedin, Florida 33528.

## ARTICLE VII

### FINANCES

**Section 1. Fiscal Year.** The fiscal year shall be the calendar year.

**Section 2. Checks.** All checks or demands for money and notes of the Association shall be signed by any one (1) of the following officers: President, Vice-President, Secretary or Treasurer, or by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. The Board of Directors, by resolution, may require more than one (1) signature.

**Section 3. Determination of Assessments.**

A. (1) The Board of Directors shall fix assessments adequate to meet the expenses of the Association. Expenses shall include expenses for the operation, maintenance, lease, repair or replacement of the Common Properties, costs of carrying out the powers and duties of the Association, all insurance premiums and expenses relating thereto, including fire insurance, and any other expenses designated as common expenses by the Declaration or from time to time by the Board of Directors.

(2) Funds for the payment of expenses shall be assessed against Members other than the Declarant in the manner provided in the Declaration and said assessments shall be payable as provided in the Declaration.

(3) 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 Properties and those portions of the Property which are to be maintained by the Association.

(4) Special assessments, which may be required by the Board of Directors, shall be levied and paid in the same manner as provided for regular assessments.

B. When the Board of Directors has determined the amount of any assessment, the Secretary or Treasurer shall mail or present a statement of the assessment to each of the Unit Owners. All assessments shall be payable to the Association and, upon request, the Secretary or Treasurer shall give a receipt for each payment made.

**Section 4. Annual Budget.** A copy of the Association's proposed annual budget of common expenses shall be mailed to each Member not less than thirty (30) days prior to the meeting of the Board of Directors at which the budget will be considered together with a notice of that meeting. Such meeting of the Board of Directors shall be open to all Members.

**Section 5. Working Capital and Reserve Fund.**

A. The Board of Directors may establish a working capital fund for the initial months operation equal to a minimum amount of two (2) months' assessed estimated assessments for each Residence or Unit.

B. The Board of Directors shall have the right to assess Members other than the Declarant to establish a reserve fund for the future purchase of or replacement of or additions to the Common Properties and such reserve fund shall be held in trust by the Board or its designated nominee to be used solely for the purpose for which it was established.

**Section 6. Payment of Assessments.** All assessments shall be payable to the Association upon receipt of a statement from the Association setting forth the amount thereof. Assessments shall be made against Members other than the Declarant not less frequently than monthly in advance, in amounts not less than are required to provide funds in advance for payment of all of the anticipated current operating expenses and for all the unpaid operating expenses previously incurred.

**Section 7. Limitation on Expenditures.** Notwithstanding anything else in these By-Laws, the Articles of Incorporation or the Declaration which authorizes expenditures, after the first election of Directors, the majority of which are comprised of Members other than Developer, no expenditure for the improvement of the Common Properties exceeding Five Thousand and No/100 Dollars (\$5,000.00) per annum shall be made without the approval of Members holding a majority of the total votes of the Association except for the repair of the Common Properties due to casualty loss.

**Section 8. Application of Payments and Accounting of Funds.** All sums collected by the Association from assessments may be held in a single fund or divided into more than one (1) fund as determined by the Board of Directors. All assessments shall be applied as provided herein and in the Declaration.

**Section 9. Fidelity Bonds for Officers.** The Treasurer and all officers who are authorized to sign checks, and all officers and employees of the Association, and any contractor handling or responsible for Association funds shall be bonded in such amount as may be determined by the Board of Directors. The premiums on such bonds shall be paid by the Association. The bond shall be in an amount sufficient to equal the monies an individual handles or in which he has control via a signatory or a bank account or other depository account; however, notwithstanding the foregoing, the management firm, if any, under the terms of a management agreement, as to funds in its possession and/or control, shall determine, in its sole discretion, the amount of the bond and who is to be bonded, if any, among its employees.

**ARTICLE VIII**

**DEFAULT**

In the event a Member does not pay any sum, charge or assessment required to be paid to the Association within ten (10) days

From the due date, the Association, acting through its Board of Directors, may enforce its lien for assessments or take such other action to recover the sum, charge or assessment to which it is entitled in accordance with the Declaration and the laws of the State of Florida.

If the Association becomes the owner of a Residence or Unit by reason of foreclosure, it shall offer said Residence or Unit for sale and, at such time as a sale is consummated, it shall deduct from the proceeds of said sale all sums of money due it for assessment and charges, all costs incurred in the bringing of the foreclosure suit, including reasonable attorneys' fees, and any and all expenses incurred in the resale of the Residence or Unit which shall include, but not be limited to, advertising expenses, real estate brokerage fees and expenses necessary for the repairing and refurbishing of the Residence or Unit. All monies remaining after deducting the foregoing items of expenses shall be returned to the former owner thereof.

In the event of a violation of the provisions of the Declaration, the Articles of Incorporation or By-Laws, which violation is not corrected within ten (10) days after notice from the Association to the violating Member to correct said violation, the Association may take such action as it may deem appropriate, including the institution of legal action, to correct the violation. Nothing contained in this Article shall be construed to require that the Association furnish notice to any Member of his failure to pay any assessment, sum or other charge due to the Association. In the event such legal action is brought against a Member and results in a judgment for the plaintiff, the defendant shall pay the plaintiff's reasonable attorneys' fees and court costs. The payment of any monetary award by the Court in such legal action shall be secured by a lien against the residence of said defendant Member. The operation and foreclosure of such lien shall be in accordance with Article IV, Section 8 of the Declaration.

Each Member, for himself, his heirs, successors and assigns, agrees to the foregoing provisions regardless of the harshness of the remedy available to the Association and regardless of the availability of any other equally adequate procedures. It is the intent of all Members to give to the Association such powers and authority which will enable it to operate on a business-like basis, to collect those monies due and owing to it from Members other than the Declarant, and to preserve each Member's right to enjoy his Residence or Unit free from unreasonable restraint and nuisance.

ARTICLE IX

AMENDMENT

These By-Laws may only be amended by an affirmative vote of the holders of a majority of the total votes of the Association and a majority of the Board of Directors.

No amendment shall, however, change the rights and privileges of the Developer referred to in the Declaration, the Articles and these By-Laws without the Developer's written approval.

No amendment to these By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgages.

10036720	COS	04-07-1995	10:21:32
01	PSP-WILLOW WOOD		
RECORDING		1	155.50
		TOTAL:	155.50
		CHECK AMT. TENDERED:	155.50
		CHANGE:	8.00

11

BYLAWS - WILLOW WOOD VILLAGE

ARTICLE X

CONSTRUCTION

Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to include the masculine, feminine or neuter, singular or plural, wherever the context so requires.

Should any of the provisions of these By-Laws be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

WILLOW WOOD VILLAGE HOMEOWNERS  
ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT  
STATE OF FLORIDA  
1981

The foregoing was adopted as the By-Laws of WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC., a Corporation Not for Profit under the laws of the State of Florida, at a meeting of the Board of Directors on the 4<sup>th</sup> day of April, 1995.

WILLOW WOOD VILLAGE HOMEOWNERS  
ASSOCIATION, INC.

BY: Frederick W. Bergman  
PRINT NAME: FREDERICK W. BERGMAN  
PRESIDENT  
ADDRESS: 1185 SOMERSET CIR. S.  
DUNEDIN, FLORIDA 34698

ATTEST: Chris Mauer  
PRINT NAME: CHRIS MAUER  
VICE-PRESIDENT  
ADDRESS: 155 THISTLE COURT  
DUNEDIN, FLORIDA 34628

STATE OF FLORIDA ]  
COUNTY OF PINELLAS ]

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of April, 1995 by Frederick W. Bergman and Chris Mauer, as President and Vice-President respectively, of Willow Wood Village Homeowners Association, Inc., a Florida Not for Profit Corporation, on behalf of the Corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.



Rosalind Wapner  
PRINT NAME: ROSALIND WAPNER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: 12/11/97

INST # 95-089792  
APR 18, 1995 11:04AM

PINELLAS COUNTY FLA.  
OFF. REC. BK 8967 PG 323

RECORDING FEE 04-18-1995 11:04AM  
OF PINELLAS COUNTY FLORIDA  
RECORDING 1 \$11.00  
TOTAL \$11.00  
COMM. FEE \$0.00  
CHARGE \$0.00

1 RECORDING  
REC 57  
DB  
DT  
TIP  
NET  
PS  
REV  
TOTAL 157

SPACE ABOVE THIS LINE FOR RECORDING DATA

CERTIFICATE OF AMENDMENT  
TO  
BY-LAWS  
OF

WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC.

NOTICE IS HEREBY GIVEN THAT a duly called meeting of the members on February 7, 1995, by a vote as required by the By-Laws and after the unanimous adoption of the Resolution proposing said amendments by the Board of Directors, the By-Laws of WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC., as recorded in the Public Records of Pinellas county, Florida, are hereby amended in accordance with Exhibit A attached hereto.

AS RECORDED IN:  
OFF. REC. BK 8967  
PG. 2088

IN WITNESS WHEREOF, we have affixed our hands this 26 day of MARCH, 1995 at Pinellas County, Florida.

WILLOW WOOD VILLAGE HOMEOWNERS  
ASSOCIATION, INC.

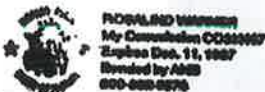
BY: Frederick W. Bergman  
PRINT NAME: FREDERICK W. BERGMAN  
PRESIDENT  
ADDRESS: 1185 SOMERSET CIR. S.  
DUNEDIN, FLORIDA 34628

ATTEST: Lois Marotta  
PRINT NAME: LOIS MAROTTA  
SECRETARY  
ADDRESS: 153 CHELSEA COURT  
DUNEDIN, FLORIDA 34628



STATE OF FLORIDA ]  
COUNTY OF PINELLAS ]

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1995, by Frederick W. Bergman and Lois Marotta, as President and Secretary, respectively, of Willow Wood Village Homeowners Association, Inc., a Florida Not For Profit Corporation, on behalf of the Corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.



Rosalee Warner  
PRINT NAME: ROSALEE WARNER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: 12/11/97

PREPARED BY: LOIS MAROTTA  
RETURN TO: DUNEDIN, FL. 34698

**SCHEDULE OF AMENDMENTS  
TO  
BY-LAWS  
WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC.  
Per membership vote of February 7, 1993**

PINELLAS COUNTY FLA.  
OFF. REC. BK 8957 PG 324

1. Section 2, Article I of the By-Laws is amended to read as follows:

"Section 2. Principal Office. The principal office of the Association shall be at 161-Darby Court, Dunedin, Florida 33526, or at such location as may be designated by the Association's Board of Administration; the residence of the President, or at such location as may be designated by the Association's Board of Directors. All books and records of the Association shall be kept at its principal office the residence of the Secretary of the Association with the exception of financial records which shall be kept at the residence of the treasurer. Historical records (all books and records with the exception of records pertaining to the current year and the immediate preceding two (2) years) may be stored at a location to be designated by the Board of Directors."

(Vote on Amendment)

YES 60

NO 15

VOID 1

PASSED

2. Section 2, Article II of the By-Laws is amended to read as follows:

"Section 1. Number and Term. The number of directors (Directors) which shall constitute the Association's Board of Directors shall not be less than three (3). Until succeeded by Directors elected at the first meeting of members ("Members"), Directors need not be Members of the Association; but thereafter, all Directors, except for those Directors elected by Resignant, shall be Members of the Association. Within the limits above specified, the number of Directors shall be elected to serve for a term of one (1) year or until his successor shall be elected and shall qualify. The first Board of Directors shall have three (3) members; not more than seven (7), and each Director shall serve for a term of one (1) year."

(Vote on Amendment)

YES 56

NO 16

VOID 2

PASSED

3. Section 4, Article II of the By-Laws is amended by adding a new sub-section L to read as follows (New provision. Amendment does not change present text):

"L. To levy reasonable fines against a Residence for the failure of the owner of the Residence, or its occupant, tenant, or invitee to comply with the provisions of the Declaration, the Association By-Laws or rules and regulations of the Association.

(Vote on Amendment)

YES 53

NO 22

VOID 1

PASSED

4. Section 5, Article II of the By-Laws is amended to read as follows:

"Section 5. Compensation. Neither Directors nor officers shall receive compensation for their services as such. The Board of Directors of the Association may fix reasonable compensation of the elected or appointed officers of the Association."

(Vote on Amendment)

YES 53

NO 22

VOID 1

PASSED

Number of votes needed to pass the By-Laws - 52.

**SCHEDULE OF AMENDMENTS  
TO  
BY-LAWS** **PINELLAS COUNTY FLA.  
OFF. REC. BK 8967 PG 325**  
**WILLOW WOOD VILLAGE HOMEOWNERS ASSOCIATION, INC.**  
Per membership vote of February 7, 1995

5. Section 3, Article VI of the By-Laws is amended to read as follows: (Vote on Amendment)  
 "Section 3. Address. The address for notice to the Association is 161 Darby Coast, Dunedin, Florida 33538. P.O. Box 206, Dunedin, Florida 34627, which address may be changed from time to time pursuant to a resolution of the Board of Directors."  
YES 58  
NO 14  
VOID 3  
PASSED
6. Section 1, Article VII of the By-Laws is amended to read as follows: (Vote on Amendment)  
 "Section 1. Fiscal Year. The fiscal year shall be the calendar year from November 1 through October 31."  
YES 57  
NO 16  
VOID 3  
PASSED
7. Article VIII of the By-Laws shall be amended to add the following fifth paragraph (New provision. Amendment does not change present text): (Vote on Amendment)  
"The Association through its Board of Directors, may levy reasonable fines against a Residence owner(s) for its failure of the owners of the Residence, or its occupant, licensee, or invitee, to comply with any provision of the Declaration, the Association By-Laws, or rules and regulations of the Association. No fine will become a lien against a Residence. No fine may exceed \$ 100.00 per violation. However, a fine may be levied on the basis of each day of a continuing violation with a single notice and opportunity for hearing, provided that no such fine shall in the aggregate exceed \$ 1,000.00. No fine may be levied except after giving reasonable notice and opportunity for a hearing to the owner(s) of the subject Residence and, if applicable, its licensee or invitee. The hearing must be held before a committee of other Residence owners. If the committee does not agree with the fine, the fine may not be levied. After the fine has been properly levied, if the owner(s) of the Residence fail to pay the fine within 30 days of the date of the levy, the Association, through its Board of Directors, shall have the right to file a law suit against the owner(s) of the subject Residence in the small claims court in and for Pinellas County, Florida, for the purpose of obtaining a money judgment for any fine(s) owed. In the event of such litigation, the Association shall be entitled to reimbursement of its reasonable attorney's fees and court costs from the Residence owner."  
YES 47  
NO 26  
VOID 3  
FAILED

Number of votes needed to pass the By-Law - 52.

The portions of this Amendment which are stricken through with a line are to be deleted. The portions of this Amendment which are underlined, constitute new words to be inserted into the paragraph.

EXHIBIT "A"