

**2011
BYLAWS
OF
SPRINGS LANDING HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
DEFINITIONS**

Section 1. "Association" shall mean and refer to the SPRINGS LANDING HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized and existing under the laws of the State of Florida.

Section 2. "Common Property" shall mean and refer to those areas of land shown on the recorded subdivision plat of The Property intended to be devoted to the common use and enjoyment of the Owners of The Property, except, however, Common Property shall not include any green belt areas or utility easements located within a Lot as shown on the plat of The Property, nor shall Common Property include any numbered platted Lot within The Property intended for residential use.

Section 3. "Declaration" shall mean and refer to the 1997 Springs Landing Declaration of Covenants and Restrictions recorded in Official Records Book 3324 Pages 0667 through 0694, together with any amendments duly recorded, Public Records of Seminole County, Florida.

Section 4. "Lot" shall mean and refer to the plot of land shown on the recorded subdivision plat of The Property, with the exception of Common Property heretofore defined. The word Lot shall also include the residence located thereon when a residence has been constructed on the Lot.

Section 5. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article m, Section 1, hereof.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Property but, notwithstanding any applicable theory of law or mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 7. "The Property" shall mean and refer to SPRINGS LANDING UNIT TWO, per the recorded plat in Plat Book 24, Pages 27 through 29, Public Records of Seminole County, Florida; SPRINGS LANDING UNIT THREE, per the recorded plat in Plat Book 25, Pages 81 through 82, Public Records of Seminole County, Florida; and SPRINGS LANDING UNIT FOUR, per the recorded plat in Plat Book 25, pages 83 through 85, Public Records of Seminole County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided for in the Declaration.

ARTICLE II **LOCATION**

Section 1. The principal office of the Association shall be located at 2190 Springs Landing Boulevard, Longwood, Florida, 32779, or such other place designated by the Board of Directors.

ARTICLE III **MEMBERSHIP AND VOTING RIGHTS**

Section 1. Every Owner shall be a Member of the Association. No person or entity who holds record title of a fee or undivided fee interest in any Lot merely as security for the performance of any obligation shall be a Member.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of and becomes a lien upon the Lot against which such assessments are made as provided by Article VI of the Declaration. Each new Owner shall pay an initiation assessment of Two Hundred Fifty Dollars (\$250.00) to the Association at the time of transfer of title to any Lot.

Section 3. The membership rights of any Member, whether or not such Member is personally obligated to pay an assessment, may be suspended by action of the Board of Directors ("Board") during the period when the assessment remains unpaid; but upon payment by the Member of such assessment, plus interest and attorneys' fees and costs, if applicable, all membership rights and privileges shall be restored.

Section 4. A Member shall be entitled to one vote for each Lot for which the Member is record owner of fee simple title, or Owner. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

ARTICLE IV **PROPERTY RIGHTS IN COMMON PROPERTY**

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Property and facilities as provided by Article IV of the Declaration.

Section 2. Any Member may delegate his rights of use and enjoyment in the Common Property to the members of his family who reside upon The Property. Upon request by the Board, such Member shall notify the Secretary of the Board in writing of the name of any such person and of the relationship of the Member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3 above, to the same extent as those of a Member. Additionally, if the Board has adopted and published rules and regulations governing the use of the Common Property and facilities, and if such rules and regulations are violated by any person, the Board may, in its discretion, suspend the rights of any such person for a period not to exceed thirty days.

ARTICLE V **ASSOCIATION PURPOSES AND POWERS**

Section 1. The Association is organized for the purpose of (i) promoting the recreation, health, safety, and welfare of the residents within The Property; (ii) preserving and maintaining the values and amenities, including recreational areas, green belt areas and other common facilities of the residential community situated on The Property; and (iii) administering and enforcing the covenants and restrictions set forth in the Declaration.

Section 2. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members, and the Association shall make no distribution of income to its Members, directors or officers.

Section 3. Subject to the provisions of the Declaration and to the extent

permitted by law, the Association may participate in mergers and consolidations with other corporations not for profit organized for the same purposes, provided that any such merger or consolidation shall have the assent of a two-thirds (2/3) of the votes of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting and provided further that all requirements imposed by statute are satisfied.

Section 4. The Association shall have the power to mortgage the Common Property only to the extent authorized by the Declaration and provided that any such power to mortgage shall have the assent of a two-thirds (2/3) of the votes of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting and provided further that all requirements imposed by statute are satisfied.

Section 5. The quorum required for any action governed by Sections 3 and 4 shall be as follows:

At the first meeting duly called as provided herein, the presence of Members, or of proxies, entitled to cast sixty percent (60%) of all the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in Section 3 and 4 of this Article and the required quorum at any subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 6. Additions to The Property may be made only in accordance with the provisions of the Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this corporation to such properties.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of this Association shall be managed by a Board of Directors consisting of no less than three (3) directors.

Section 2. The names and addresses of the members of the Board of Directors, who shall hold office until their successors are elected and have qualified, or until resignation or removal, shall be published in the next Springs Landing Homeowners Association Newsletter following their election, and also in the following year's Directory of Residents.

Section 3. Vacancies on the Board of Directors shall be filled by the remaining directors, any such appointed director to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

Section 4. Successors to the Board of Directors shall take office on January 1 in the calendar year following the annual meeting of the Members or at such other time as is set at a special meeting duly called for the purpose of electing such successor.

ARTICLE VII
ELECTION OF OFFICERS AND DIRECTORS
NOMINATING COMMITTEE: ELECTION COMMITTEE

Section 1. Election of officers and the Board of Directors shall be by written ballot at each annual meeting of the Association or at any special meeting duly called for that purpose. At such election, the Members or their proxies may cast, in respect of each position, as many votes as they are entitled to exercise under the provisions of Article III, Section 4 above. The name receiving the majority of votes for each position on the Board of Directors shall be elected.

Section 2. Nominations for election of officers and the Board of Directors shall be made by a Nominating Committee.

Section 3. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors no later than sixty (60) days prior to the date set for the election.

Section 4. The Nominating Committee shall nominate one Member of the Association for each office on the Board of Directors and shall report the names of the nominees to the Election Committee in sufficient time for the names to be included on the written ballot and in sufficient time for the Secretary and Election Committee to inform the Members of the names of the nominees by mail.

Section 5. The Board of Directors shall appoint three (3) Members to the Election Committee at least thirty (30) days prior to the annual meeting of the Association or any special meeting called for the purpose of election of officers. No person seeking office may serve on the Election Committee. The Election Committee shall be responsible for preparing and disseminating proxy materials prior to and written ballots at the election and shall count the votes after all ballots are cast. The chairman of the Elections Committee shall report the results of the balloting to the President after the ballots are counted.

Section 6. Election of each officer and director shall be by written ballot. The written ballot shall: (a) describe the office to be filled; (b) set forth the name of the candidate nominated by the Nominating Committee; and (d) contain sufficient space for a write-in vote for other nominees. The ballots shall be delivered to the Owners present in person or by proxy at the annual meeting.

Section 7. The election shall be conducted as follows:

a. The President of the Association, or the chairman of the Election Committee if the President is a candidate for office, shall preside over the elections meeting.

b. The Nominating Committee shall announce the name of its nominee for each office and of any other Member known to be interested in running for that office prior to any further nominations being received.

c. The offices shall be considered separately in the following order: President, Vice-President, Secretary, Treasurer, Maintenance Director, Social Director, Publicity Director and Architectural Control Director.

d. The President shall receive the names of other Members as nominees from the floor. In the event that there are more than two candidates nominated for any office, the two candidates receiving the greatest number of votes shall immediately proceed to a run-off.

e. Each candidate shall be given an opportunity to briefly address the Members prior to the first vote but any candidate may waive this opportunity.

f. After each vote is taken the ballots shall be delivered to the Elections Committee for counting and no further elections shall be held until the results are received.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the power:

a. To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of the requisite number of voting membership, as provided in Article XII, Section 2.

b. To appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever.

c. To establish, levy and assess, and collect the assessments or charges referred to in Article VI, Section 2.

d. To adopt and publish rules and regulations governing the use of the Common Property and facilities and the personal conduct of the Members and their guests thereon.

e. To exercise for the Association all powers, duties, and authority vested in or delegated to this Association.

f. In the event that any member of the Board of Directors of this

Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may, in its discretion, by action taken at the meeting during which said third absence occurs or at a subsequent meeting, declare the office of such absent Director to be vacant.

g. To authorize and expend funds for capital improvements or major repairs and maintenance costing less than Three Thousand and No/100 (\$3,000.00) dollars if deemed essential to the welfare of the Association. Capital improvements or major repairs and maintenance in excess of \$3,000.00 shall be proposed in the annual budget, or at a special meeting, and implemented if approved by the membership.

Section 2. It shall be the duty of the Board of Directors:

a. To cause to be kept a complete record of all of its acts and corporate affairs and to afford the Members an opportunity to review such record at the annual meeting of the Members or at any special meeting when such meeting is requested in writing by the requisite number of the voting membership, as provided in Article XII, Section 2.

b. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed. c. To fix the amount of annual and special assessments against each Lot, as more fully set forth in Article VI of the Declaration.

ARTICLE IX
DIRECTORS' MEETINGS

Section 1. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business.

Section 2. All meetings of the Board shall be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.

Section 3. A regular meeting of the Board of Directors shall be held on the first Tuesday of each month at 7:30 p.m. provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 4. Notice to the directors and Members of such regular meeting is hereby dispensed with.

Section 5. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than three (3) days notice to each Director.

Section 6. Except in an emergency, notice to the Members of any special meetings and any rescheduled regular meeting shall be effected by posting the notice on the existing public bulletin board at least forty eight (48) hours in advance of the meeting.

Section 7. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to a holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notwithstanding the foregoing, except in an emergency, no meeting of the Board of Directors shall be valid unless the provisions for notice to Members set forth in Sections 4 and 6 above have been satisfied.

Section 8. The majority of the Board of Directors shall constitute a quorum thereof.

Section 9. Any action required to be taken at a meeting of the Directors of the Association, or any action which may be taken at a meeting of the Directors or a committee thereof may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the Directors or of all members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same affect as a unanimous vote.

ARTICLE X
OFFICERS AND DIRECTORS

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer. Each of the officers shall serve as a director, and there shall also be a Maintenance Director, a Social Director, a Publicity Director, and an Architectural Control Director. Each officer and director shall be an Owner and Member of the Association.

Section 2. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors, are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments, except, however, that the Treasurer and any management agent may be duly authorized to sign checks of the Association, as set forth more fully below.

Section 3. The Vice President shall perform all duties of the President in his absence.

Section 4. The Secretary shall be Secretary to the Board of Directors, and shall record the votes and keep minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Association and shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as registered by such Members.

Section 5. The Treasurer or management agent if duly authorized by the Board of Directors shall receive and deposit in an appropriate bank account, all monies of the Association and shall disburse all funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer or management agent shall sign all checks and notes of the Association, except in the normal course of business where EFT (electronic funds transfer) disbursements are applicable. A single authorized signature is acceptable on normal monthly expenses. All checks and notes over \$1000 shall require two authorized signatures.

Section 6. The Treasurer shall keep proper books of account and cause an annual audit of the Association books of account to be made by the Audit

Committee (as described below) at the completion of each fiscal year. The Treasurer shall prepare an annual budget and balance sheet statement which shall be presented to the membership at its regular annual meeting.

Section 7. The Maintenance Director shall be responsible to manage the Common Property and, with the consent of the Board of Directors, shall hire and fire sufficient personnel to accomplish this responsibility. The Maintenance Director shall from time to time inspect the Common Property and report to the Board of Directors, and the Architectural Control Committee, if appropriate, any violation of the Declaration observed. The Maintenance Director shall submit a proposed budget annually to the Treasurer in order to assist the Treasurer in preparing the annual budget.

Section 8. The Social Director shall be responsible for organizing, coordinating and supervising recreational and social events as requested by the Board of Directors. The Social Director shall submit a proposed budget annually to the Treasurer in order to assist the Treasurer in preparing the annual budget.

Section 9. The Publicity Director shall be responsible to coordinate newsworthy events involving the Association with the news media. The Publicity Director shall be the Editor and Publisher of the Association's Newsletter which shall be published not less than quarterly. The Publicity Director shall submit a proposed budget annually to the Treasurer in order to assist the Treasurer in preparing the annual budget.

Section 10. The Architectural Control Director shall be responsible for ensuring that the duties of the Architectural Control Committee as set forth in Article VH of the Declaration are carried out.

ARTICLE XI **COMMITTEES**

Section 1. Unless otherwise provided herein or in the Declaration, each committee shall consist of a chairman and two (2) or more Members and shall include a member of the Board of Directors for Board contact.

Section 2. The Standing Committees of the Association shall be the Social Committee and the Architectural Control Committee.

a. Standing Committees shall be appointed by the Board of Directors prior to the close of the second regularly scheduled meeting of the Board of Directors in each calendar year and shall continue to serve on such Committee until their successors are appointed, or until resignation or removal. Such appointment shall be published in the Association's next newsletter. The Board of Directors may appoint such other Standing Committee as it deems desirable, or disband any Standing Committee deemed not necessary.

b. The Social Committee shall include the Social Director and shall advise the Board of Directors on all matters pertaining to the recreational program and special activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

c. The Architectural Control Committee shall include the Architectural Control Director and shall be formed and have the duties and functions described in Article VII of the Declaration. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of the Property and shall propose a course of action to the Board of Directors regarding such matters.

Section 3. The Board of Directors may appoint such other committees as it deems desirable, or disband any committee deemed not necessary.

a. A Nominating Committee and Election Committee shall be appointed as necessary and shall perform the functions set forth in Article VH above.

b. The Audit Committee shall conduct a review of the Association's books of account and the balance sheet statement for the preceding calendar year and shall provide financial review at other times as requested by the Board. The committee shall consist of one or more Members of the Association and shall operate independently of the Board. Although the Treasurer shall be available to assist the committee, interim and final reports of the Audit Committee will be presented directly to the Board of Directors. The Audit Committee shall not become involved in proposing or approving the annual budget, which shall be the sole responsibility of the Board of Directors.

Section 4. With the exception of the Nominating Committee and the Architectural Control Committee, each committee shall have the power to

appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 5. It shall be the duty of each committee to receive complaints from Members about any matter involving Association functions, duties, and activities within the Committee's field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented. The Board of Directors has overall responsibility for action of the committees and can change and/or reverse any action taken by a committee if the Board of Directors considers such action not to be in the best interest of the Association and the Members.

ARTICLE XII **MEETINGS OF MEMBERS**

Section 1. The regular annual meeting of the membership shall be held at a convenient time and place during the month of November.

Section 2. Special meetings of the Members for any purpose may be called at any time by a majority of the members of the Board of Directors, and a special meeting shall be called "by the Board of Directors upon written request of the Members who have a right to vote one-fourth (1/4) of all the votes of the entire membership.

Section 3. Notice of any meetings of the Members shall be given to the Members by the Secretary. Notice may be given to each Member either personally, or by sending a copy of the notice through the mails, postage thereon fully prepaid to his address appearing on the books of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least six (6) days in advance of the meeting. Notice of a special meeting shall set forth the purpose(s) of such meeting. Notice of any meetings that shall involve an election governed by Article VII or any action governed by the Articles of Incorporation or by the Declaration shall be given or sent as therein provided.

Section 4. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes

of the membership shall constitute a quorum for any action governed by these Bylaws.

ARTICLE XIII
PROXIES

Section 1. At all Association meetings of Members, each Member shall vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which it is given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it is originally given (and for such meeting as lawfully adjourned and reconvened) and automatically expires on the earlier of ninety (90) days after the date of the meeting for which it was originally given or the sale by the Member of his residence or other interest in The Property.

ARTICLE XIV
BOOKS AND PAPERS

Section I. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member.

ARTICLE XV
CORPORATE SEAL

Section 1. The Association shall have a seal consisting of two concentric circles with the words "Springs Landing Homeowners Association, Inc." between the circles.

ARTICLE XVI
AMENDMENT

Section 1. These Bylaws may be amended by a majority vote of the Board of Directors; provided, that no such amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

Section 2. In a 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.

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