

DELWOOD ESTATES COMMUNITY ASSOCIATION, INC.

BY-LAWS

(AMENDED OCT. 7, 1993)

ARTICLE I

NAME AND LOCATION. The name of the corporation is Delwood Estates Community Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 1025 West 19th Street, Panama City, Florida, but meetings of Members and Directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Delwood Estates Community Association, Inc., its successors and assigns.

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

Section 3. "Common Area" shall mean all real property and improvements located thereon owned by the Association from time to time for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area.

Section 5. "Townhouse" shall mean a single family dwelling located on a Lot as part of a multi-family building.

Section 6. "Common Expenses" shall mean all expenses incurred by the Association and charged to the Members on a common basis, including, but not limited to, salaries, wages, payroll taxes, supplies, materials, parts, services, utilities, maintenance, repairs, replacements, landscaping, insurance, ad valorem taxes on Common Areas, and other expenses of the Association incurred on behalf of all Members (as distinguished from individual mortgage payments, real estate taxes, and individual telephone, electricity and other individual expenses billed or charged to the Members on an individual or separate basis rather than on a common basis).

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 Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Clerk of the Circuit Court, Bay County, Florida.

Section 9 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held the first Thursday of December beginning December 1, 1994, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all votes of the Membership. A meeting so requested shall be called for a date not less than 10 nor more than 60 days after the request is made.

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 or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, to each Member entitled to vote thereat, 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. Such notice shall be given in person or delivered by mail to each Member not less than 10 nor more than 60 days prior to the date set for such meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast a vote, or by proxy (general or limited) entitled to cast ten percent (10%) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting and another meeting may be called, subject to the notice requirement set forth above and the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of the membership each owner may vote in person or by limited proxy, except when voting for members of the Board of Directors. Directors must be elected by secret ballot cast in person or by absentee ballot. Limited proxies may only be used to establish a quorum. Proxies are effective for the specific meeting stated on the proxy and must be a valid proxy printed on Association letterhead and mailed to Members by the Association.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

** OFFICIAL RECORDS **
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Section 1. Number. The affairs of this Association shall be managed by the Board of five (5) directors who shall be Members of the Association. Each member of the first Board named in the Articles of Incorporation of the Association shall hold office until his successor shall be chosen by election at the first annual meeting and shall qualify.

Section 2. Term of Office. The Members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect a director or directors, as the case may be, for a term of three (3) years to replace the outgoing director or directors, as the case may be.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board 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 the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors and placed in the Minute file.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations. Nominations for election of the Board of Directors shall be made by a Nominating Committee appointed by the Directors.

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 annual 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 shall be made from the current Membership.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such elections the Members, in person or by absentee ballot 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 said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day 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. Any director may waive notice of a meeting, consent to the holding of a meeting without notice, or consent to any action of the Board without a meeting.

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. Meetings may be held by telephone.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and rights 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 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 provision 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 that director shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) elect officers of the Association from the Board as hereinafter provided; and

(f) authorize the officers to enter into one or more management agreements with third parties in order to facilitate efficient operation of the Property. It shall be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of the Property and all improvements included therein and designated as Common Areas, and the receipt and disbursement of funds as may be authorized by the Board of Directors. The terms of said management agreements shall be as determined by the Board of Directors to be in the best interests of

the Corporation, and shall be subject in all respects to the Articles of Incorporation, these Bylaws and the Declaration.

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

(a) cause to be kept a complete written record of all it's 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 (1/4) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) adopt administrative rules and regulations governing the administration, management, operation and use of the Lots and Common Areas, and to amend such rules and regulations from time to time.

(d) as more fully provided in the Declaration:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(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 Lot or property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain adequate liability insurance and procure adequate hazard insurance on all property owned by the Association, as the Directors deem advisable.

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) cause the Common Area to be maintained;

(i) comply with the instructions of a majority of the Members as expressed in writing in a resolution duly adopted at any annual or special meeting of the Members.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. The officers of this Association shall be a President and Vice-President, a Secretary and a Treasurer, who shall be members of the Board----- and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors and at the meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. 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 the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer 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 for the President 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; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and 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; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures of the operation and Reserve Budgets to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the Membership.

ARTICLE IX

COMMITTEES

Section 1. The Board of Directors 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 may appoint other committees as deemed appropriate in carrying out its purposes, such as:

(1) A Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines;

(2) A Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Property, and shall perform such other functions as the Board in its discretion, determine;

(3) A Publicity Committee which shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association; and

(4) An Audit Committee which shall supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting as provided in Article VIII, Section 8(d). The Treasurer of the Association shall be an ex-officio member of the Committee.

Section 2. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties and activities within its 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.

Section 3. Roster of Owners. The Secretary, or a representative selected shall keep a current roster of all the Members (Lot Owners).

ARTICLE X

BOOKS AND RECORDS

Section 1. Availability.

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association as they may be amended from time to time, as well as the Management Agreements shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

Section 2. Roster of Tenants.

The Secretary of the Association shall maintain a list of all tenants, including their names, telephone numbers, the number of the Townhouse occupied, employer and last previous residential address. Each Lot Owner must furnish this information prior to leasing his Townhouse.

ARTICLE XI

ADEQUACY OF INSURANCE ON LOTS

It is the duty of every Lot Owner to maintain in full force at all times adequate hazard insurance to protect against the occurrence of damage or casualty loss to his Lot. The Board of Directors may, by majority vote, enact Rules and Regulations as they see fit, to implement the provisions hereof.

Minimum standards of individual insurance are as follows:

(1) Insurance must be for the full replacement value of the Townhouse, as built according to the original plans and specifications therefor, and as reviewed at least every two years by the Board of Directors of the Association.

(2) Insurance proceeds must be used for rebuilding the Townhouse, and in the event of casualty no mortgagee shall have any right to determine or participate in the determination as to whether or not any damaged property shall be reconstructed or repaired, notwithstanding any provisions in any mortgage to the contrary.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and specific assessments which are secured by a continuing lien upon the property 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 assessment shall bear interest from the due date at the rate of nine percent (9%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Owner's Lot and Townhouse, and interest, costs

and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Delwood Estates Community Association, Inc., corporation not for profit, Florida, 1975.

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 all Members present in person or by absentee Ballot. Notice of such meeting shall include drafts of proposed amendments to be voted upon at the meeting.

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

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

IN WITNESS WHEREOF, we, being all of the directors of Delwood Estates Community Association, Inc., have hereunto set our hands this ____ day of _____, 1975.

CERTIFICATION

I the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Delwood Estates Community Association, Inc., a Florida Corporation not for profit, and

That the foregoing constitute the Bylaws of said Association and the admendments approved by the Membership at the Annual Membership Meetings held October 4, 1980 and October 7, 1993 at 7:00 PM in the Associations clubhouse, which is located at 1025 W. 19th Street, Panama City, Florida.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 25 day of JANUARY, 1994.



Ann McMinn

Ann McMinn
Secretary

RCD: MAR 8 1994 @ 2:09 PM
HAROLD BAZZEL, CLERK