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**BYLAWS
OF
THE ESTATES AT WINDERMERE
HOMEOWNERS' ASSOCIATION, INC.**

These Bylaws constitute the code of rules adopted by The Estates At Windermere Homeowner's Association, Inc. for the regulation and management of its affairs.

**SECTION I
DEFINITIONS**

As used in these Bylaws, the following terms shall be construed to mean:

I.1 "Association" means and refers to the corporate entity organized by the Articles of Incorporation of this corporation and known as The Estates At Windermere Homeowners' Association, Inc.

I.2 "Class A Membership" means and refers to the same term as defined in the Declaration.

I.3 "Class B Membership" means and refers to the same term as defined in the Declaration.

I.4 "Declarant" means and refers to the same team as defined in the Declaration.

I.5 "Declaration" means and refers to the Declaration of Conditions, Covenants, Easements and Restrictions for The Estates At Windermere which was or will be recorded among the Public Records of Orange County, Florida.

I.6 "Entitled to Vote" means and refers to that Lot Owner who shall cast a vote for a Lot at an Association meeting. If more than one person or legal entity shall own any Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled to Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein to the contrary, all Lot Owners whether Entitled to Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be Entitled to Vote for purposes hereof, unless and until any of said parties obtain or receive fee simple title to such Lot.

I.7 "Lot" means and refers to those plots of land to be shown upon the recorded Plat and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

I.8 "Member" means and refers to all those Owners who are Members of the Association as provided in the Articles of Incorporation of the Association.

I.9 "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon the Properties.

I.10 "Person" means and refers to any individual or legal entity.

I.11 "Plat" means and refers to that Plat of The Estates At Windermere, which has been or will be recorded in the Public Records of Orange County, Florida and such additional plats of real property recorded in the Public Records of Orange County, Florida which may hereafter be brought within the jurisdiction of the Association.

I.12 "Properties" means and refers to the same term as defined in the Declaration.

I.13 "Residences" means and refers to the same term as defined in the Declaration.

Any other capitalized terms not specifically defined herein shall have the same meaning as set forth in the Declaration.

SECTION II CORPORATE OFFICE

II.1 Name and Location. The name of the corporation is The Estates At Windermere Homeowners' Association, Inc. The principal office of the corporation may be changed by the Board of Directors at any time, and meetings of Members and directors may be held at such places within the State of Florida, County of Orange, as may be designated by the Board of Directors.

SECTION III MEETING OF MEMBERS

III.1 Annual Meetings. The first annual meeting of the Members shall be held upon or about the first anniversary of the date the Articles of Incorporation of the Association are filed with the Secretary of State, State of Florida. If the day for the annual meeting of the Members is a Saturday, Sunday or legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

III.2 Special Meetings. Special meetings of the Members may be called at any time by the Declarant, the president or the Board of Directors, or upon written request of a majority of the Members Entitled to Vote.

III.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by the secretary, by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each Member Entitled to Vote at the last address 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.

III.4 Quorum. The presence, physically or by proxy, at the meeting of one-tenth (1/10th) of the Members Entitled to Vote shall constitute a quorum for any action, except as otherwise provided: (1) in the Articles of Incorporation or (2) in the Declaration. If, however, such

quorum shall not be present or represented at any meeting, the Members Entitled to Vote shall have the power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

III.5 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies must be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

SECTION IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

IV.1 Number. This Association will be managed by the three (3) initial Persons serving on the Board of Directors. The number of directors may be changed by resolution adopted by the Board of Directors; provided, however, that the number of directors shall not be decreased to less than three (3). The affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association, if they represent Class B Members.

IV.2 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, incapacity, 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.

IV.3 Compensation. No director shall receive compensation for any service that he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

IV.4 Action Taken Without a Meeting. The Board of 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.

SECTION V NOMINATION AND ELECTION OF DIRECTORS

V.1 Nomination. At the annual meeting, any Member may nominate a Person to serve on the Board of Directors.

V.2 Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, with 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.

SECTION VI MEETINGS OF DIRECTORS

VI.1 Regular Meetings. The annual meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the Members at the same place as may be fixed for the annual meeting of the Members.

VI.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 (2) directors, after not less than three (3) days' written notice to each director at his address as shown upon the records of the Association.

VI.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.

SECTION VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- A. assess a Lot Owner for improvement, maintenance and repairs upon the Lot Owner's Lot as provided in the Declaration;
- B. suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association or take such other action or actions against any member as may be provided in the Declaration for any violation of any of the terms thereof, the Articles of Incorporation or these By-Laws.
- 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 the Bylaws, the Articles of Incorporation, or the Declaration;
- D. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors;
- E. place a lien on a Lot for nonpayment of an assessment, as provided in the Declaration; and
- F. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

- A. cause to be kept a complete record of all its acts and corporate affairs and to present statements thereof to the Members at: 1) the annual meeting of the Members, or 2) any special meeting of the Members when such statement is requested in writing by a majority of the Members Entitled to Vote;
- B. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- C. as more fully provided in the Declaration, to:
 - (i) fix the amount of any assessment against each Lot as provided in the Declaration;

- (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the payment due date; and
- (iii) foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same; and
- (iv) take other actions required by the Declaration.

D. 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;

E. procure and maintain adequate liability and hazard insurance on any property owned by the Association;

F. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

G. cause the Common Area to be maintained in the manner set forth in the Declaration.

SECTION VIII OFFICERS AND THEIR DUTIES

VIII.1 Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be directors of the Association, a secretary, and a treasurer.

VIII.2 Election of Officers. The election of officers shall take place at the meeting of the Board of Directors immediately following each annual meeting of the Members.

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

VIII.4 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.

VIII.5 Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

VIII.6 Multiple Offices. No officer shall simultaneously hold more than two (2) offices. Further, the President and Treasurer shall not be the same person.

VIII.7 Duties. The duties of the officers are as follows:

President

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of carried out; shall sign all legal documents; and co-sign all checks and promissory notes.

Vice-President

The vice-president shall act in the place and stead of 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

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 the 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

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 co-sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget, including a statement of income and expenditures to be presented to the membership at its regular annual meeting.

SECTION IX COMMITTEES

In addition, the Board of Directors shall appoint such committees as it deems appropriate in carrying out its purpose and that of the corporation.

SECTION X BOOKS AND RECORDS

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 shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

SECTION XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "THE ESTATES AT WINDERMERE HOMEOWNERS' ASSOCIATION, INC.", the words "Florida" and "Not-For-Profit Corporation", and the year of incorporation.

SECTION XII MISCELLANEOUS

Fiscal Year. 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.

SECTION XIII
AMENDMENTS AND ADMINISTRATIVE PROVISIONS

XIII.1 Amendment of the Bylaws. These Bylaws may be amended by Declarant, in its discretion, or at a regular or special meeting of the Members by a vote of a majority of a quorum of Members who are present in person or by proxy; provided, however, any such amendment must be approved by Declarant so long as Declarant owns any Lots in the Properties.

XIII.2 Conflicts. 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.

XIII.3 Construction in Accordance with Law. These Bylaws will be construed in accordance with the laws of the State of Florida.

XIII.4 Headings. The headings used for each Article and Section in these Bylaws are used for administrative purposes only and do not constitute substantive matter to be considered in construing the terms of these Bylaws.

XIII.5 Number and Gender. Wherever the context shall so require, all words in any gender will be deemed to include the all genders. All words in the singular will include the plural, and all words in the plural will include the singular.

XIII.6 Severability. In case any one or more of the provisions contained in these Bylaws shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision thereof, and these Bylaws shall be construed, as if such invalid, illegal, or unenforceable provision had never been contained herein.