

BY LAWS

OF

HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE AT DUNEDIN, INC.,  
A NOT FOR PROFIT FLORIDA CORPORATION

ARTICLE I  
NAME

The name of the corporation is HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE AT DUNEDIN, INC., a Florida corporation, not for profit, hereinafter referred to as the "Association". The principal office of the corporation shall be located at: 1177 Main Street, Suite C, Dunedin, Florida 34698, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

SECTION 1. "Association" shall mean and refer to Homeowners Association of WELLINGTON PLACE AT DUNEDIN, INC., a Florida Corporation, not for profit, its successors and assigns.

SECTION 2. "Common Area" (hereinafter referred to as the "Common Area") shall mean all real property, including improvements thereto, owned by, or through easement held in favor of, the Association or administered thereto by the Association for the common use and enjoyment of the members of the Association. The Common Area may include easements, streets, walkways and parking areas, landscaped areas outside the Lots, playground(s), community structures, etc., if the same are constructed, and any and all retention areas contained in the Property. The Common Area to be owned by the Association at the time of conveyance of the first Lot is shown on the plat of WELLINGTON PLACE, A PLANNED TOWNHOME COMMUNITY, as recorded in Plat Book \_\_\_\_\_, Pages \_\_\_\_\_ through \_\_\_\_\_, of the Public Records of Pinellas County, Florida.

SECTION 3. "Developer" shall mean WELLINGTON PLACE PROPERTIES, INC., a Florida corporation, its successors and assigns, provided such successors or assigns acquire more than one undeveloped lot from Developer for the purpose of development. WELLINGTON PLACE PROPERTIES, INC., shall at all times have the right to assign its interest herein to any successor or nominee.

SECTION 4. "Lot" shall mean any plot or parcel of ground shown on any recorded subdivision plat of the Property, other than the Common Area or other areas dedicated to public use, or streets or other property owned by the Association.

SECTION 5. "Unit" shall mean one of the single-family, residential townhomes located on a Lot.

SECTION 6. "Maintenance" shall mean the exercise of reasonable care to keep buildings, roads, landscaping, lighting and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted. Maintenance of landscaping shall further mean the exercise of generally accepted garden management practices necessary to promote a healthy, weed free environment for optimum plant growth.

SECTION 7. "Member" shall mean every person or entity who holds membership in the Association.

SECTION 8. "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Lot, including contract sellers, but excluding any other person holding such fee simple title merely as security for the performance of an obligation.

SECTION 9. "Subdivision" shall mean the recorded plat of WELLINGTON PLACE, A PLANNED TOWNHOME COMMUNITY, as recorded in Plat Book \_\_\_\_\_, Page \_\_\_\_\_, of the Public Records of Pinellas County, Florida.

SECTION 9. "Contiguous Units" shall mean grouping of Units which share the same roof structure and/or share a party wall or walls.

### ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 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. The first meeting of the Board of Directors of the Association shall be immediately succeeding the annual meeting of the Members.

SECTION 2. Special Meetings. 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 a majority of the Members of the Class B membership or upon written request of one fourth (1/4th) of the Class A Members who are entitled to vote.

SECTION 3. Notice of Meetings. Written notice of each meeting of Members shall be given, by or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Members' addresses last appearing on the books of the Association, or supplied by such Member to the Association for the purposes of notice. Such notice shall specify

the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**SECTION 4. Quorum.** The presence at the meeting of the Members entitled to cast votes, or of proxies entitled to cast votes, equal to fifty one (51%) percent of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By Laws. If, however, such quorum shall not be present or represented at meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

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

**SECTION 6. Vote Required.** At every meeting of the Members, the owner or owners of each Lot/Unit, either in person or by proxy, shall have the right to cast one vote, as set forth in the Declaration. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute, or of the Declaration of Covenants Conditions, Restrictions and Easements (ADeclaration<sup>2</sup>), or of the Articles of Incorporation, or of these By Laws, a different vote is required, in which case such express Provisions shall govern and control.

**SECTION 7. Order of Business.** The order of business at all annual or special meetings of the Members shall be as follows:

- a) Roll Call.
- b) Proof of notice of meeting or waiver of notice.
- c) Reading of minutes of previous meeting.
- d) Reports of officers.
- e) Reports of committees.
- f) Election of officers or directors (if election to be held).
- g) Unfinished business.
- h) New business.
- i) Adjournment.

**SECTION 8. Action Taken Without a Meeting.** The Members 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 Members. Any action so approved shall have the same effect as though taken at a meeting of the Members.

**ARTICLE IV**  
**BOARD OF DIRECTORS: SELECTION-TERM OF OFFICE**

**SECTION 1. Number.** The affairs of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) members. The first Board of Directors shall have three (3) members.

**SECTION 2. Term of Office.** Each member of the Board shall serve for a term of one year until the next annual meeting, or until such time as his successor is chosen. The eligibility of a member to be elected for more than one (1) term shall not be abridged.

**SECTION 3. Removal.** Any director may be removed from the Board with or without cause, by a majority 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 he 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 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.

**ARTICLE V**  
**NOMINATION AND ELECTION OF DIRECTORS**

**SECTION 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. 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.

**SECTION 2. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each such vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving a majority of the votes cast for that office 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.

**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.

**SECTION 4. Voting Requirements.** Except as otherwise specifically set forth in the By Laws, Articles of Incorporation and Declaration, Class A and Class B members and/or owners shall vote together as one entity on all matters requiring a vote.

**ARTICLE VII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the Common Area by a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right to use of the Common Area may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By Laws, 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 regular meetings of the Board of Directors;
- (e) employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefor, and authorize the Purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;
- (f) accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors; and

(g) delegate to and contract with a financial institution for collection of the assessments of the Association.

SECTION 2. Duties. 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 present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is required in writing by one fourth (1/4th) of the Class A Members who are entitled to vote;

(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 the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period and to send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and in relation thereto; to establish the Annual Budget as Provided in the Declaration; described hereinabove.

(d) to 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, at the election of the Board of Directors;

(e) to issue or cause to be issued by an appropriate officer, 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; to procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the directors may be necessary or desirable for the Association in addition to the insurance required to be carried by the Association as set forth in the Declaration, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors.

(g) to cause the Common Area to be maintained.

(h) to cause the exterior of the Lots and/or Units to be maintained as set forth in the Declaration, to fix and determine the amount of special assessments for capital improvements as set forth in the Declaration, to send written notice of each special assessment to every owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, 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 which shall immediately follow the adjournment of 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.

(a) 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 in its discretion.

(b) Standing Committees. The Board shall appoint such standing committees as are required under the Declaration, the Articles or these By Laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the board may, from time to time determine, in its discretion.

SECTION 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of 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 not be held by the same person. No person shall simultaneously hold more than one 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:

(a) President. The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, promissory notes and other written instruments.

(b) 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 of Directors.

(c) 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 meetings of the Board of Directors 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 may be required by the Board of Directors.

(d) 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 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 to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE IX COMMITTEES

SECTION 1. Creation of Architectural Committees. The Board of Directors shall appoint a Committee to be known as the Architectural Committee. Such Committee shall consist of three (3) or more members of the Association who shall serve at the pleasure of the Board. The duties of this Committee shall be performed pursuant to the guidelines set forth in the Declaration.

SECTION 2. Creation of Other Committees. The Board of Directors may, at its discretion, create such other Committees as it sees fit, from time to time.

## ARTICLE X BOOKS AND RECORDS

SECTION 1. Maintenance of 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 By Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

SECTION 2. Annual Members Report. No annual report to Members is required.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made and are a personal obligation of the Member.

## ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE AT DUNEDIN, INC., a Florida Corporation, not for profit, 2002.



**ARTICLE XIII  
AMENDMENTS**

**SECTION 1. Requirements to Amend.** Except as may be prohibited by the Articles of Incorporation or the Declaration, these By Laws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

**SECTION 2. Control of Conflict.** In the case of any conflict between the Articles of Incorporation and these By Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By Laws, the Declaration shall control.

**ARTICLE XIV  
MISCELLANEOUS**

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

IN WITNESS WHEREOF, we, the initial Directors of HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE AT DUNEDIN, INC., have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2003, for and on behalf of the Association.

\_\_\_\_\_  
Thomas E. George, Director

\_\_\_\_\_  
Gretchen R. George, Director

\_\_\_\_\_  
Sally H. Foote, Director

**CERTIFICATION**

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE AT DUNEDIN, INC., a Florida corporation not for profit and that the foregoing By Laws constitute the original By Laws of the said Association, as duly adopted at the meeting of the Board of Directors thereof, held on this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
Sally H. Foote, Secretary

(CORPORATE SEAL)