

## BY-LAWS

## OF

WYNDTREE - VILLAGES 11 AND 12 ASSOCIATION, INC.ARTICLE IDEFINITIONS

Section 1. "Articles" shall mean and refer to the Articles of Incorporation of the Association (as hereinafter defined), including any and all amendments or modifications thereof.

Section 2. "Association" shall mean and refer to Wyndtree - Villages 11 and 12 Association, Inc., a Florida corporation not for profit, its successors and assigns.

Section 3. "Board of Directors" shall mean and refer to the Association's Board of Directors.

Section 4. "By-Laws" shall mean and refer to the By-Laws of the Association, including any and all amendments or modifications thereof.

Section 5. "Common Expense" shall mean and refer to any expense for which a general and uniform assessment may be made against the Owners (as hereinafter defined) and shall include, but in no way be limited to, the expense of upkeep and maintenance of the Common Areas (as hereinafter defined); medians, shoulders, roadways and certain boundary walls and entrance signs, irrigation systems, any obligations under any Southwest Florida Water Management District permits assigned to the Association within the Properties (as hereinafter defined).

Section 6. "County" shall mean and refer to Pasco County, Florida.

Section 7. "Declarant" shall mean and refer to Schickedanz Bros-Pinellas, Ltd., a Florida limited partnership, its successors and assigns. It shall not include any person or party who purchases a Lot (as hereinafter defined) from Schickedanz Bros-Pinellas, Ltd., however, unless such purchaser is specifically assigned as to such Lot by separate instrument recorded in the County, some or all of the rights held by Schickedanz Bros-Pinellas, Ltd., as Declarant hereunder, with regard to such Lot.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Wyndtree - Villages 11 and 12, and any amendments or modifications thereof hereafter made from time to time.

Section 9. "Dwelling Unit" shall mean and refer to single family residential unit constructed upon a Lot (as hereinafter defined).

Section 10. "Lot" shall mean and refer to the least fractional part of the subdivided lands within the Plat (as hereinafter defined) and which has limited fixed boundaries, assigned a number, letter or other name through which it may be identified, provided, however, that "Lot" shall not mean any Common Area, or parcel of land designated as a "Tract".

Section 11. "Common Area" shall mean and refer to all real property, including the improvements thereto, owned from time to time by the Association for the common use and enjoyment of the members of said Association.

Section 12. "Owner" means the fee simple owner or owners of a Lot, other than Declarant.

Section 13. "Parcel" shall mean and refer to any part of the Properties (as hereinafter defined) when said Parcel is recorded in the Public Records of the County, other than a Common Area, Lots, dedicated streets and roads, and land owned by governmental body or agency or public utility company, whether or not such Parcel is developed or undeveloped, and without regard to the use or proposed use of such Parcel. Any Parcel, or part thereof, however, for which a subdivision plat has been filed of record shall, as to such portion, cease being a Parcel, or part thereof, and shall become Lots.

Section 14. "Plat" means the plat of the Properties (as hereinafter defined) when said plat is recorded in the Public Records of Pasco County.

Section 15. "Properties" shall mean and refer to the real property described in Exhibit "A" to the Declaration.

Section 16. "Structure" shall mean and refer to the structure as that term is defined by Zoning Ordinance of the County in effect at the time of the recording of the Declaration.

Section 17. "Voting Member" shall mean and refer to the Owner or the Declarant who is authorized to cast the vote for the Lot they own as set forth in the Declaration.

Section 18. Interpretation. Unless the context otherwise requires, the use herein of the singular shall include the plural and vice versa; the use of one gender shall include all genders; and the use of the term "including" shall mean "including without limitation". The headings used herein are for indexing purposes

only and shall not be used as a means of interpreting or construing the substantive provisions hereof.

## ARTICLE II

### NAME AND LOCATION

The name of the corporation is **Wyndtree - Villages 11 and 12 Association, Inc.**, hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at 2692 Coral Landings Boulevard, Palm Harbor, Florida 34684, but meetings of members and directors may held at such places within the State of Florida as may be designated by the Board of Directors.

## ARTICLE III

### MEMBERSHIP AND VOTING RIGHTS

Section 1. General Membership. Every Owner of a Lot which is subject to assessment shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, rules and regulations, and the Declaration. The foregoing does not include persons or entities who hold a leasehold interest in a Lot and also does not include an interest in a Lot merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two (2) or more persons or other legal entities all such persons or entities shall be members. An Owner of more than one (1) Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment, and it shall be automatically transferred by conveyance of that Lot to the grantee named in such conveyance. The Declarant shall also be a member so long as it owns one (1) or more Lots.

Section 2. Voting Members. As to each Lot owned by one (1) or more Owners, there shall be filed with the Secretary of the Association a "Voting Member Designation Certificate" which shall name one (1), and only one (1), of the Owners of such Lot as the Voting Member for that Lot. Such Certificate shall be signed by all of the Owners of such Lot and shall, upon filing with the Secretary of the Association, be effective until a new Certificate is subsequently duly executed by all Owners and filed with the Secretary of the Association. Only the person named in such Certificate, or their duly appointed proxy, when authorized by law, shall be allowed to cast a vote for the subject Lot. A Lot which does not have on record with the Secretary of the Association a valid Voting Member Designation Certificate shall not be entitled to a vote; nor shall such Lot be counted as existing for the



purposes of determining any percentages or fractions for voting purposes or for total outstanding votes or quorums under the Declaration or for the Articles or the By-Laws of the Association.

Section 3. Classes of Memberships Established. The Association shall have not more than two (2) classes of membership as follows:

(a) Class A Membership. Every Owner of a Lot, other than the Declarant, shall be a Class A member of the Association.

(b) Class B Membership. The Declarant shall be the Class B member of the Association until such Class B membership is converted to Class A membership, at Declarant's option, as hereinafter set forth. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever earlier occurs:

1. When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

2. Three (3) months after ninety (90) percent of the Lots have been sold and transferred by Declarant; or

3. Five (5) years following conveyance of the first Lot by Declarant to an Owner; or

4. When the Declarant waives in writing its right to Class B membership.

(c) Voting for Class A Lots. Owners of any Lot who are Class A members pursuant to the Declaration shall have one (1) vote for each Lot owned by them subject, however, to the requirements and limitations set forth in Section 2 of this Article.

(d) Voting for Class B Lots. The Class B member shall, as to all Lots owned by it within the Properties, be entitled to ten (10) votes for each such Lot.

#### ARTICLE IV

##### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the second calendar quarter of each year on the date and at such time and place as the Board of Directors shall designate.

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 the Members who are entitled to vote one fourth (1/4) of all the votes of the Class A Membership or the Class B membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. 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 to all Members not less than thirty (30) days nor more than sixty (60) days in advance of such meeting either by mailing a copy of such notice, postage prepaid, 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 or by delivering the same to the Member personally.

Section 4. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of Members by a writing signed either before, at or after such meeting. Attendance by a Voting Member, at a meeting shall also constitute a waiver of notice of the time, place and purpose of the meeting.

Section 5. Quorum. The presence at a meeting of Voting Members entitled to cast, or of proxies entitled to cast, thirty (30%) 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 any meeting, the Voting Members entitled to vote thereat 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. Action undertaken at a meeting at which a quorum was established shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been present.

Section 6. Proxies. Except as provided by Florida Statutes, at all meetings of Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing, signed by the Voting Member and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Voting Member of his Lot or the revocation of his Voting Member Designation Certificate.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall initially be managed by a Board of three (3) directors, who need

not be Members of the Association. The directors are hereby divided into three (3) classes, being Class A, Class B and Class C. Each class of directors will consist of, as nearly as practical, one-third (1/3) of the number of directors then constituting the whole Board of Directors.

Section 2. Term of Office. The term of office of the initial Class A director shall expire at the first annual meeting of the Members. The term of office of the initial Class B director shall expire at the second annual meeting. The term of office of the initial Class C director shall expire at the third annual meeting. At each such election, and at such succeeding annual elections, each director elected shall be chosen for a term of three (3) years to succeed the one whose term expires. A director shall continue in office until his successor shall be elected and qualifies, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

Section 3. Nomination. Except for the initial Directors, 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 one or more persons. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members and shall serve until the close of the next annual meeting. Such appointments 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 may be made among the Members or non-Members.

Section 4. Election. Each Voting Member shall be entitled to cast one (1) vote for each vacancy on the Board of Directors that is to be filled at that election. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Voting Members of each Class of Members of the Association. Any director may be removed by the majority vote of the remaining directors because such director was absent from three (3) consecutive meetings of the Board of Directors. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board of Directors, even though less than a quorum, and shall serve the unexpired term of his predecessor.



Section 6. 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.

## ARTICLE VI

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should such 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 any two (2) 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 quorum is present shall be regarded as the act of the Board of Directors.

Section 4. Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Joinder of Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum and the action taken, and shall also constitute a waiver of notice as to such meeting.

Section 7. Action Taken Without a Meeting. The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE VII  
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 Areas and facilities and Lots 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 Areas or any 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 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 director shall be absent from three (3) consecutive meetings of the Board of Directors;

(e) employ such employees and agents as they may deem necessary and to prescribe their duties; and

(f) authorize the execution of any easement as provided in the Articles of Incorporation, or other assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation or these By-Laws.

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

(a) 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 requested in writing by one-fourth (1/4) of the Voting Members;

(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:

(1) fix the amount of the Periodic Assessments set forth in the Declaration against each Lot or Parcel subject to assessment in advance of each Periodic Assessment Period;

(2) send written notice of each Assessment to every Owner subject thereto in advance of each Periodic Assessment Period; and

(3) foreclose, at the Board of Directors discretion, the lien against any Lot or Parcel for which Assessments are not paid within thirty (30) days after due date or bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any Owner, a certificate setting forth whether or not any Assessment levied against such Owner's property has been paid. A reasonable charge may be made by the Board of Directors 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 property owned by the Association;

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

(g) cause the Common Areas and other lands and improvements thereon for which the Association is obligated for maintenance by the Declaration to be maintained; and

(h) perform all obligations, responsibilities and liabilities arising out of or in connection with any Southwest Florida Water Management District Permits issued in connection with the Properties and assigned to the Association; and

(i) perform such other functions and duties as may be provided by the Declaration or the Articles of Incorporation which are not expressly reserved to the Members.

#### ARTICLE VIII

##### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a 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 of Directors may from time to time by resolution create. Officers need not be Members of the Association.

Section 2. Election of Officers. The election of officers shall take place at the first 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 of Directors and each shall hold office for one (1) year and until his successor is duly elected and qualified, unless he shall sooner resign, be removed or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors 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 of Directors 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 of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any person may hold two or more offices at the same time.

Section 8. Duties. The duties of the officers are as follows:

(a) 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; shall sign all leases, mortgages, deeds and other written instruments and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

(b) 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) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring such 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 exercise and discharge such other duties as required by the Board of Directors.

(d) The Treasurer shall receive and cause to be deposited in appropriate bank accounts all monies of the Association as directed by resolution of the Board of Directors; 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.

Section 9. Duties Fulfilled by Manager. Either the Secretary or Treasurer, or both, may be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manager is employed, the manager shall have custody of such books of the Association as it determines necessary or appropriate.

#### ARTICLE IX

##### COMMITTEES

Section 1. Generally. The Board of Directors shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors may appoint other boards and committees as it deems appropriate in carrying out the purposes of the Association.

#### ARTICLE X

##### BOOKS AND RECORDS

Section 1. Generally. The Association shall maintain such books, records and other documents as required pursuant to Florida Statute 617.303 (4), as amended from time to time. 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.

#### ARTICLE XI

##### ASSESSMENTS

Section 1. Generally. As more fully provided in the Declaration, each member is obligated to pay to the Association Periodic and Special Assessments which are secured by a 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 date of delinquency at the rate of eighteen (18) percent 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 property, 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 Assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

## ARTICLE XII

### CORPORATE SEAL

Section 1. Generally. The Association shall have a seal in circular form having within its circumference the words: "Wyndtree - Villages 11 & 12 Association, Inc", "Florida", "not for profit" and "1996". An impression of the corporate seal appears in the margin below. The Association may use such seal, a common seal, or any facsimile thereof.

## ARTICLE XIII

### AMENDMENTS AND CONFLICTS

Section 1. Amendments. These By-Laws may be altered, amended or rescinded by a majority vote of the Board of Directors.

Section 2. Conflicts. 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

Section 1. Generally. 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.

IN WITNESS WHEREOF, we being all of the directors of Wyndtree - Villages 11 and 12 Association, Inc. have hereunto set our hands this 2<sup>nd</sup> day of OCTOBER, 1996.

CORPORATE SEAL

  
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GUNTHER FLAIG

  
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MARCIA C. MOSS

MARCIA C. MOSS

  
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MARY SHADDOCK