

O. R. 1545 PG 0293

BYLAWS

OF

MUIRFIELD HEATH HOMEOWNERS ASSOCIATION, INC.

Muirfield Heath Homeowners Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as "Association", does hereby adopt the following as its Bylaws.

ARTICLE I

IDENTITY AND DEFINITIONS

Association has been organized for the purpose of enforcing the Declaration of Restrictions hereinafter referred to, preserving and enhancing the natural beauty of the properties located within "Muirfield Heath", and promoting the health, safety and welfare of the owners of property located within Lots 6 through 30, 36 through 42, 44 and 45, and 47 through 59, inclusive, of The Meadows, Unit 4, known and referred to as Muirfield Heath". The terms and provisions of these Bylaws are expressly made subject to the terms, provisions, conditions and authorizations contained in the Declaration of Restrictions for Lots 6 through 30, 36 through 42, 44 and 45, and 47 through 59, The Meadows, Unit 4 (hereinafter referred to as "Declaration of Restrictions"), executed by Monarch Homes of Sarasota, Inc., (hereinafer referred to as "Developer"), which have heretofore been recorded in Official Records Book 1542, Page 276, of the Public Records of Sarasota County, Florida.

All words and terms used herein which are defined in the aforesaid Declaration of Restrictions shall be used herein with the same meanings as defined in said Declaration.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 1900 Longmeadow, Sarasota, Florida, or at such other place as may be established by resolution of the Board of Directors of the Association.

ARTICLE III

MEMBERSHIP, VOTING, QUORUM AND PROXIES

1. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by the members, shall be as set forth in the Association's Articles of Incorporation.

2. A quorum at any meeting of the Association's members shall consist of persons entitled to cast votes representing more than fifty percent of the total votes of the Association as determined in the manner set forth in the Association's Articles of Incorporation.

3. Where a lot in this subdivision is owned by more than one person or by a corporation, partnership or other entity, the vote of the owner or owners shall be cast by the person named in a certificate signed by all of the individual owners of such lot or by appropriate officials of any other legal owner. Such certificate shall be filed with the Secretary of the Association and shall remain valid until revoked by subsequent certificate. If such a certificate is not on file with the Association's Secretary, then the vote of any such owner or owners shall not be considered in determining the requirement for a quorum or for any other purpose.

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4. Votes may be cast either in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

5. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these Bylaws, the aforesaid Declaration of Restrictions or where the same may otherwise be required by law, the affirmative vote of the holders or more than one-half of the total votes of the Association represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

6. The Association shall be entitled to give all notices required to be given to the members of the Association by these Bylaws or the Articles of Incorporation or the aforesaid Declaration of Restrictions to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

1. The annual meeting of the membership of the Association shall be held at the office of the Association, or at such other place as may be designated by the Board of Directors, at 10:00 a.m. Eastern Standard Time on the second Tuesday in March of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, then the meeting shall be held at the same hour on the next succeeding Tuesday which is not a legal holiday.

2. Special meetings of the members of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of a written request from members of the Association whose votes represent more than one-half of the total votes of the Association.

3. Notice of all members meetings, regular or special, shall be given by the President, Vice-President or Secretary of the Association, or other officer of the Association designated by the Board of Directors, to each member, unless waived in writing, such notice to be written or printed and to state the time, place and the object for which the meeting is called. Such notice shall be given to each member not less than ten days nor more than thirty days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, a receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member at his post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's minute book. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether executed and filed before or after the meeting, shall be deemed equivalent to the giving of such notice to such member.

4. If any membership meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes

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has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws or the aforesaid Declaration of Restrictions, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

5. At meetings of the membership, the President or, in his absence, the Vice-President, shall preside, or in the absence of both, the membership shall select a chairman.

6. The order of business at the annual meeting of the members and, as far as applicable and practical, at any other members' meeting shall be as follows:

- A. Calling of the roll and certifying of proxies;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of minutes;
- D. Reports of officers;
- E. Reports of committees;
- F. Appointment by the President of inspectors of election;
- G. Election of directors;
- H. Unfinished business;
- I. New business;
- J. Adjournment.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of three directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. The election of Directors shall be conducted in the following manner:

(a) Election of Directors shall be held at the annual members' meetings.

(b) A nominating committee of five (5) members shall be appointed by the Board of Directors not more than thirty (30) days prior to the annual members' meeting.

The committee shall nominate one person for each Director then serving whose term is expiring. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominating may be made from the floor.

(c) The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between

annual meetings of members shall be filled by the remaining Directors.

(e) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting, provided however, the consent of Monarch Homes of Sarasota, Inc., or its successors or assigns shall be required for removal of a Director appointed by it.

(f) Provided however, Monarch Homes of Sarasota, Inc., as Developer of Muirfield Heath, or its successors, nominees or assigns, shall have the right to remove any director appointed by it, and to fill any vacancy created by the death, resignation or inability to serve further as to any Director appointed by it.

3. The term of each Director's service shall extend until the next annual meeting of the members, and subsequently until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power:

(a) To call meetings of the members.

(b) To appoint and remove at 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 necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the Declaration of Restrictions or the Articles of Incorporation of the Association.

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

(a) To cause to be kept a complete record of all its acts and corporate affairs.

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

(c) With reference to assessments of the Association:

(1) To fix the amount of the assessment against each member for each assessment period in accordance with the provisions of the Declaration of Restrictions, Articles of Incorporation of the Association and these Bylaws at least thirty (30) days in advance of such date or period.

(2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and,

(3) To send written notice of each assessment to every member subject thereto.

(d) To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

(e) To make payment of all ad valorem taxes assessed against Association property, real or personal.

(f) To pay all expenses incurred by the Association for repairs, maintenance, services, insurance and other operating expenses.

(g) To enforce by appropriate legal means the provisions of the Articles of Incorporation and Bylaws of the Association, the aforesaid Declaration of Restrictions, and any and all applicable laws and regulations.

ARTICLE VII

MEETINGS OF DIRECTORS

1. The organizational meeting of a newly elected Board of Directors, which shall also be the Board's annual meeting, shall be held within twenty days or their election at such time and at such place as shall be fixed by the Directors at the annual meeting of members at which they were elected.

2. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

3. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two directors.

4. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting, unless such notice is waived.

5. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice provided that 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 the holding of such meeting, or an 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.

ARTICLE VIII

OFFICERS

1. The officers shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. The President shall be a member of the Board of Directors.

2. All of the officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier resignation or removal.

3. In order to carry out the provisions for representative voting as established under the Articles of Incorporation and Bylaws of the Meadowood Management Company, Inc., of which organization each member of this Association is also a member, the Board of Directors shall annually appoint one of the officers of the Association to serve as voting delegate and to represent the members of this Association at any and all meetings of members of The Meadowood Management Company, Inc.

4. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.

5. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be in accordance with the contract rights, if any, of the officer so removed.

6. 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 shall sign all notes, leases, mortgages, deeds and all other written instruments. The President may, but need not, be a required signatory on checks of the Association.

7. The Vice-President, or the Vice-President so designated by the Board of Directors if there is more than one Vice-President, shall perform all the duties of the President in his absence. The Vice-President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

8. The Secretary shall be ex officio the Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He or any Assistant Secretary shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all of the members of the Association together with each member's current address as registered by such member.

9. 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, 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 may, but need not, be a required signatory on checks and notes of the Association.

10. The Treasurer, or his appointed agent, shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year in accordance with the provisions of Paragraph 5 of Article XI hereof. He or his appointed agent shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same, together with the report of the certified public accountant, shall be available for inspection upon reasonable request of a member.

11. The salaries, if any, of the officers and assistant officers of the Association shall be determined from time to time by the Board of Directors.

ARTICLE IX

COMMITTEES

1. The standing committees of the Association shall be:

The Nominating Committee

The Maintenance Committee

Unless otherwise provided herein, each committee shall consist of a chairman and two or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until the succeeding committee members have been appointed.

2. The Nominating Committee shall have the duties and functions described in these Bylaws.

3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of properties in "Muirfield Heath" and shall perform or see to the performance of such other functions as the board, in its discretion, determines.

4. The Board of Directors may appoint such other committees from time to time as it deems desirable.

5. The Maintenance Committee and other committees appointed and so empowered by the Board of Directors (but not the Nominating Committee) shall have power to appoint sub-committees from among their membership and may delegate to any such sub-committees any powers, duties, and functions.

6. 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 which is further concerned with the matter presented.

ARTICLE X

ASSESSMENTS

Association shall have the right to obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Restrictions and its Articles of Incorporation and these Bylaws. Assessments not paid when due shall bear interest from date when due until paid at the rate set forth or referred to in said Declaration of Restrictions and shall also result in the suspension of voting privileges during any period of such non-payment. The method of assessment and the manner of enforcing collection thereof shall be as set forth or referred to in said Declaration of Restrictions.

ARTICLE XI

FISCAL MANAGEMENT

The provisions for fiscal management of the Association, as set forth in the aforesaid Declaration of Restrictions and Articles of Incorporation, shall be supplemented by the following provisions:

1. The annual maintenance assessment roll, hereinafter called "assessment roll", shall be maintained in a set of accounting books in which there shall be an account for each owner of an individual lot subject to the annual maintenance assessment as set forth in said Declaration of Restrictions. Such account shall designate the name and address of the owner or owners of such lot or parcel the amount of the annual maintenance assessment against the lot or parcel, the dates and amounts in which such assessments come due, the amounts paid upon the account and the balance due upon assessments.

2. The fiscal year of the Association shall be the calendar year. The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, and which shall include, but not be limited to, the following items:

(a) Common expense budget, which shall include provision for the accomplishment of those duties and objectives contemplated by the aforesaid Declaration of Restrictions and by the Association's Articles of Incorporation and these Bylaws.

(b) Proposed annual maintenance assessment against each individual lot or parcel subject to the annual maintenance assessment as set forth in the Declaration of Restrictions.

Copies of the proposed budget and proposed annual maintenance assessments shall be transmitted to each member on or before December 15th of the year preceding that for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member concerned. Delivery of a copy of such budget or amended budget shall not be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

3. Notices of the annual maintenance assessment applicable to each individual lot subject to the lien of the annual maintenance assessment as set forth in the Declaration of Restrictions, together with a copy of the common expense budget, shall be transmitted to each member on or before February 1st of the year for which the budget is made and such assessment shall be due and payable on or before March 1st of that year and shall become delinquent after such date.

4. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

5. An audit of the accounts of the Association shall be made annually by a Certified Public Accountant, and a copy of the report shall be available in the Association offices for review by each member not later than April 1st of the year following the year for which the report is made.

6. Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association and be a common expense of the Association.

ARTICLE XII

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Articles of Incorporation and these Bylaws or with the Statutes of the State of Florida.

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ARTICLE XIII

OFFICIAL SEAL

The Association shall have an official seal which shall be in circular form bearing the name of the Association, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation.

An impression of such official seal is set forth to the right hereof:

ARTICLE XIV

BOOKS AND RECORDS

The books, records and other pages of the Association shall be available at the Association's office and subject to the inspection of any of the Association members during regular business hours.

ARTICLE XV

AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment or repeal is contained in the notice of such meeting. No amendment affecting Monarch Homes of Sarasota, Inc., or its successors or assigns, as Developer of Lots 6 through 30, 36 through 42, 44 and 45, and 47 through 59, inclusive, shall be effective without the written consent of Monarch Homes of Sarasota, Inc., or its successors or assigns.

The foregoing were adopted as the Bylaws of Muirfield Heath Homeowners Association, Inc., a corporation not for profit under the laws of the State of Florida, on November 10, 1982.

John Kew
As President
Richard J. Linn
As Secretary

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FILED AND RECORDED
R. H. MAGNETH, JR.
SARASOTA, FLORIDA
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