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J. K. "Buddy" Irby
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BYLAWS OF MENTONE DEVELOPMENT OWNERS' ASSOCIATION, INC. A NONPROFIT CORPORATION

1. Identity. These are the Bylaws of Mentone Development Owners' Association, Inc., a corporation not for profit organized pursuant to Chapter 617, Florida Statutes (the "Association").

1.1 Office. The office of the Association shall be located at 4020 Southwest 78th Street, Gainesville, Florida 32608, or at such other place as may be designated from time to time by the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

2. Members.

2.1 Qualification. The Members of the Association shall consist of every record Owner, and in the case of multiple Owners, every group of record owners, of Parcels in the Mentone Cluster Development Phase I, and each successive phases of Mentone Development in accordance with the master plan of Mentone Cluster Development (the Master Plan). The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Parcel. Multiple Owners shall be subject to the provisions of the Declaration of Covenants, Conditions and Restrictions (the Master Declaration) relative to "Multiple Owners." A Plat of Mentone Cluster Development Phase I is recorded in Plat Book S Pages 82 and 83 of the Public Records of Alachua County, Florida. Successive phases of said development shall be referenced by Amendments to these Bylaws which shall incorporate said phases into these Bylaws.

2.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Alachua County, Florida, a deed or other instrument establishing record title to a Parcel under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and the membership of the prior Owner is terminated. The new Owner shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owner's address, and the new Owner's local agent, if any, in the event the Owner is located outside the State of Florida. Any notice requirements set out in these Bylaws and in the Master Declaration shall be deemed to be complied with if notice to an Owner is directed to the address of said Owner as then reflected in the Association's records.

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2.3 Voting Rights. Voting rights of each Member of the Association shall be as set forth in the Master Declaration and the Articles of Incorporation, (the "Articles") and the manner of exercising such voting rights shall be as set forth in these Bylaws.

2.4 Designation of Voting Representative. If a Parcel is owned by one person or entity, its rights to vote shall be established by the record title to the Parcel. If a Parcel is owned by more than one person or entity, the person entitled to cast the votes for the Parcel shall be designated by a certificate signed by all of the record Owners of the Parcel and filed with the Secretary of the Association. If a Parcel is owned by a general or limited partnership, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If a Parcel is owned by a corporation, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Parcel is owned in trust, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the applicable Parcel. A certificate designating the person entitled to cast the votes of a Parcel may be revoked in writing by any Owner thereof.

2.5 Restraint Upon Assignment of Shares in Assets. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to that Owner's Parcel.

3. Members' Meetings.

3.1 Annual Members' Meetings. The annual Members' meeting shall be held at the office of the Association at 5:00 p.m. on the second Monday in February of each year for the purpose of appointing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a weekend or a legal or religious holiday, the meeting shall be held at the same hour on the next day which is not a legal or religious holiday. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time during the month of February or at any other place which they may deem to be more convenient to the Members of the Association.

3.2 Special Members' Meetings. Special meetings of the Members may be called by any one of the following persons or groups:

- (a) The Board of Directors, or
- (b) The holders of not less than twenty percent (20%) of all of the votes entitled to be voted at the meeting.

3.3 Notice of All Meetings of Members. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered to each Member entitled to vote at such meeting not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting. Notice of a meeting at which a proposed amendment to the Declaration of Covenants, Conditions and Restrictions is to be considered shall be given to each Member entitled to vote at least thirty (30) days and not more than sixty (60) days prior to such meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the books of the Association, with postage thereon prepaid.

3.4 Quorum. A quorum at Members' meetings shall consist of thirty percent (30%) of all votes in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater number of Members is required by the Master Declaration, a Supplemental Declaration, these Bylaws, or the Articles. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

3.5 Proxies. Every Member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member or his attorney-in-fact. No proxy shall be valid after the expiration of ninety (90) days after the conclusion of the meeting for which it was given. Every proxy shall be revocable at the pleasure of the Member executing it and shall expire

upon the transfer of title to the Parcel giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members.

3.6 Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the new record date for the adjourned meeting shall be given in compliance with these Bylaws to each Member on the new record date entitled to vote at such meeting.

3.7 Order of Business. The order of business at annual Members' meetings, and as far as practical at all other Members' meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and disposal of any unapproved minutes.
- d. Reports of officers.
- e. Reports of committees.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

3.8 Minutes of Meetings. The Association shall maintain minutes of each meeting of the membership and of the Board of Directors in a businesslike manner. The minutes shall be kept in a book available for inspection by members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. Meetings may be electronically taped and/or videoed.

4. Board of Directors.

4.1 Number. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors. The initial Board shall be comprised of three (3) directors. The number of directors may be increased from time to time by amendment to the Bylaws by the Board of Directors to a maximum of nine (9) directors. In the event that the number of directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. Anything in these Bylaws to the contrary notwithstanding, so long as the Declarant retains all voting rights in the Association pursuant to Article III, Section 3, of the Master Declaration, the Declarant shall be entitled to designate the Board of Directors of the Association.

4.2 Term of Office. Once the Declarant has relinquished the power to designate the Board of Directors, the Members shall elect the directors for staggered terms of three (3) years each. Each director shall hold office for the term for which elected and until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office or death.

4.3 Removal. Except for the Declarant-appointed directors who may only be removed by the Declarant, any director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining directors and shall serve for the unexpired term of his predecessor, except in the case of a Declarant-appointed Director, in which case Declarant shall appoint the successor.

4.4 Directors' Fees. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

4.5 Election. Except for Declarant-appointed directors, election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes for each vacancy shall be elected.

4.6 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association; or by nomination from the floor at the annual meeting. Any Member may nominate himself or herself.

4.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, 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.

4.8 Duties of Nominating Committee. 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 from among Members or officers, directors or agents of the Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled.

5. Meetings of Directors.

5.1 Regular Meetings. Regular meeting of the Board of Directors shall be held at least quarterly without notice at such place and hour as may be fixed from time to time by action of the Board. If the day for such regular meeting is a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. Notice of such regular meeting is hereby dispensed with. Regular meetings of the Board of Directors shall be open to the Members.

5.2 Special Meetings. Special meetings of the Directors may be called by the Chairman of the Board, by the President of the Association, or by any two (2) directors. Except in the case of any emergency, no less than two (2) days' notice of the special meeting shall be given to each director personally or by first class mail, facsimile transmission, telegram, or cablegram, which notice shall state the time, place and purpose of the meeting. Except in the case of any emergency, notice of such meetings shall be

posted conspicuously on some portion of the property subject to the Master Declaration forty-eight (48) hours in advance for the attention of Members, and the Board of Directors may designate the place or places for posting such notice. All special meetings of the Board of Directors shall be open to the Members.

5.3 Action Taken Without Formal Notice. 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 if 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 Association's records and made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.4 Defects in Notice, etc. Waiver by Attendance. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.5 Quorum. A quorum at directors' meetings shall consist of a majority of all votes of the entire Board of Directors. The acts approved by a majority of those votes represented at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of directors is required by the Master Declaration, a Supplemental Declaration, the Articles, or these Bylaws.

5.6 Adjourned Meetings. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

5.7 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

5.8 Presiding Officer. The presiding officer of directors' meetings shall be the President. In the absence of the President, the Vice President shall preside, and in the absence of both, the directors present shall designate one of their number to reside.

5.9 Powers and Duties of Board of Directors. All of the powers and duties of the Association existing under Chapter 617, Florida Statutes, the Master Declaration, a Supplemental Declaration, the Articles, and these Bylaws, shall be exercised by the Board of Directors, subject only to approval by Members when such is specifically required.

6. Officers.

6.1 Officers and Election. The executive officers of the Association shall be a President, who shall be selected from the Board of Directors, a Vice-President, who shall also be selected from the Board of Directors, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed with, or without, cause by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary or the Vice President. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to properly manage the affairs of the Association.

6.2 President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the Members from time to time as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and Members meetings.

6.3 **Vice President.** The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

6.4 **Secretary.** The Secretary shall keep the minutes of all proceedings of the directors and the Members, and shall attend to the giving and serving of all notices to the Members and directors and other notices required by law. The Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.

6.5 **Treasurer.** The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. The Treasurer shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments and shall perform all other duties incident to the office of Treasurer. The Duties of the Treasurer may be fulfilled by a manager employed by the Association.

6.6. **Compensation.** The compensation, if any, of the officers shall be fixed by the Board of Directors.

7. **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 Master Declaration, any Supplemental Declaration, the Articles and the Bylaws of the Association shall be available for inspection by any member at the office of the Association where such records are normally maintained, where copies may be purchased at reasonable cost.

8. **Fiscal Management.** The provisions for fiscal management of the Association set forth in the Master Declaration shall be supplemented by the following provisions.

8.1 **Accounts.** The receipts and expenditures of the Association shall be credited and charged to accounts under any classifications as shall be appropriate, when authorized and approved by the Board of Directors.

8.2 Reserve for Deferred Maintenance. If required by the Board of Directors, there shall be established a reserve account for deferred maintenance which shall include funds for major maintenance items which are the obligation of the Association and which occur less frequently than annually.

8.3. Reserve for Replacement. If required by the Board of Directors, there shall be established a reserve account for replacement which shall include funds for repairs or replacements which the Association is obligated to make resulting from damage, depreciation or obsolescence.

8.4 Budget. The Board of Directors shall adopt an operating budget for the Association in advance for each calendar year and shall provide funds for the foregoing reserves if required.

8.5 Depository. The depository of the Association will be such bank(s) in Alachua County, Florida, as shall be designated from time to time by the directors. The withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the directors; provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supersede the provisions hereof.

9. Parliamentary Rules. Roberts' Rules of Order (late edition) shall govern the conduct of Association meetings, when not in conflict with these Bylaws.

10. Amendment. Except for amendments changing the number of directors pursuant to section 4.1 above, which may be made by the Board of Directors at any regular or special meeting of the Board, amendments to these Bylaws shall be proposed and adopted in the following manner:

10.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

10.2 Notice. Within the time and in the manner provided in these Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

10.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon attending the meeting in person or by proxy.

10.4 Agreement. If all of the directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Bylaws be adopted, and the same do not violate provisions of Article III, Section 3 of the Master Declaration, then the amendment shall thereby be adopted as though Subsection 10.1 through 10.3 had been satisfied.

10.5 Recording. A copy of each amendment shall be recorded in the Public Records of Alachua County, Florida within a reasonable time.

10.6 Provisions. No amendments shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Master Declaration or Articles of Incorporation.

11. Pronouns. Whenever the context permits, the singular shall include the plural and one gender shall include all.

The foregoing were adopted as the Bylaws of the Mentone Development Owners' Association, Inc., a nonprofit corporation established under the laws of the State of Florida, at the first meeting of the Board of Directors on this 27 day of July, 1996.

Vernelle York
VERMELLE YORK, Director

E. Travis York
E. TRAVIS YORK, Director

Travis York
TRAVIS YORK, Director