

**BYLAWS
OF
THE GARDENS
HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I
IDENTITY**

These are the Bylaws of **THE GARDENS HOMEOWNERS' ASSOCIATION, INC. (TGHoA)**, a corporation not for profit under the laws of the state of Florida, ("the Association") organized for the purpose of administering the affairs of the Association representing the mobile home owner members at The Gardens Mobile Home Park located in Parrish, Florida,

1.1 Principal Office.

The initial principal office of the Association shall be at 112 Lantana Lane, Parrish, Florida 34219 or at such other place as may be designated by the Board of Directors.

1.2 Fiscal Year.

The fiscal year of the Association shall be the calendar year.

1.3 Seal.

The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation Not for Profit," and the year of incorporation.

1.4 Definitions.

For convenience, these Bylaws shall be referred to as "the Bylaws" and the Articles of Incorporation of the Association as "the Articles." The other terms used in these Bylaws shall have the same definitions and meanings as those in Florida Statutes, Chapter 617 (the Act), as well as those set forth in the Articles, unless provided to the contrary in these Bylaws or unless the context otherwise requires.

1.5 Official Records and Minutes.

The Association shall maintain each of the items, as required under the Act, to constitute the official records of the Association. Minutes of all meetings of the members and all meetings of the Board of Directors shall be kept in a book and

such official records and minutes shall be available for inspection by the mobile home owner members and board members and their authorized representatives at all reasonable times. The right to inspect shall include the right to make or obtain copies, at the reasonable expense, if any, by Mobile home owner members. The Association may adopt reasonable rules in writing regarding the frequency, time, location, notice, and manner of record inspections and copying. The Association shall maintain an adequate number of copies of the Articles, these Bylaws, and the Association Rules and Regulations (if any), and all amendments to each of the foregoing, and shall ensure their availability to mobile home owner member and prospective purchasers of any mobile home and may charge its actual costs for preparing and furnishing these documents to those requesting them. All minutes shall be retained for a period of not less than seven (7) years.

ARTICLE II MEETINGS OF MEMBERS AND VOTING

2.1 Annual Meeting.

The annual meeting of the members shall be held on the date and at the place and time determined by the Board of Directors from time to time, provided that there shall be an annual meeting every calendar year and no later than 13 months after the last annual meeting. The purpose of the meeting shall be to elect Directors and to transact any other business authorized to be transacted by the members.

2.2 Special Meetings.

Except as provided in 2.5 and 2.6 of this article, special meetings of the members shall be held at such places as provided for annual meetings and may be called by the President or by a majority of the Board of Directors of the Association, and must be called by the President or Secretary on receipt of a written request from at least 30% of the members of the Association entitled to vote at the meeting. Requests for a meeting by the members shall state the purpose for the meeting. Business conducted at any special meeting shall be limited to the matters stated in the notice for the meeting. The provisions of this section, as applicable, shall be modified by the provisions of Florida Statutes, Chapter 617.

2.3 Notice of All Members Meetings.

Notice of all members meetings, stating the time and place and including the agenda for which the meeting is called, shall be given by the President or the Vice President or Secretary unless waived in writing.

Such notice shall be in writing and sent to each member at his address as it appears on the books of the Association.

The notice of all members meetings shall be mailed or hand delivered not less than fourteen (14) continuous days prior to the date of the meeting.

An officer of the Association shall execute an affidavit affirming that notices of the members meetings were mailed or hand delivered to each mobile home owner member in accordance with applicable law. This affidavit shall be included in the official records of the Association.

In addition, a notice of the annual meeting and each meeting of the membership shall be posted at a conspicuous place in the Community at least fourteen (14) continuous days preceding the annual meeting or each other meeting of the members.

Proof of posting shall be given by affidavit.

The notice of the annual meetings of the members must be sent by mail or hand delivered to each mobile home owner member unless the particular mobile home owner member has waived, in writing, the right to receive the notice of the annual meeting of the Association by mail or via hand delivery.

Upon notice to the members, the Board shall, by duly adopted rule, designate a specific location upon which all notices of the Association meetings shall be posted.

Where a mobile home is owned by more than one person, the Association shall provide notice, for meetings and all other purposes, to that one address which the co-mobile home owners initially identified for that purpose and thereafter as one or more of the co-mobile home owners shall so advise the Association in writing, or if no address is given or the co-mobile home owners do not agree, to the address provided on the registration for the respective mobile home.

2.4 Notice of Budget Meeting.

The Board of Directors shall mail or hand deliver a notice and a copy of the proposed annual budget to the mobile home owner members not less than 14 calendar days before the meeting at which the Board will consider the budget.

2.5 Notice of Meeting to Consider Excessive Budget.

If a budget adopted by the Board of Directors requires assessment against mobile home owner members for any calendar year exceeding 115% of the assessment for the preceding year as provided in the Articles, the adoption of such budget shall require the consent and approval of a majority of the mobile home owner members.

The Board shall be required to call a special meeting of the mobile home owner members giving notice of the meeting, as required herein above, stating the purpose of the meeting for adoption of a budget which requires assessment of mobile home owner members for such calendar year exceeding 115% percent of the assessment for the preceding year.

2.6 Notice of Meeting to Consider Recall of Board Members.

A special meeting of the mobile home owner members to recall a member or members of the Board of Directors may be called by 10% of the mobile home owner members giving notice of the meeting as required for a meeting of mobile home owner members, stating the purpose of the meeting.

2.7 Notice of Meeting to Elect Directors.

Notice of a meeting to elect a director or directors from mobile home owner members shall be given not less than 20 days nor more than 40 days before the meeting. The meeting may be called and notice given by any mobile home owner member if the Association fails to do so.

2.8 Quorum.

Unless a lower number or no requirement of quorum is provided within these Bylaws, a quorum at meetings of members shall consist of persons entitled to cast, either in person or by proxy, a majority of the votes of the entire membership. Absentee ballots alone may not be counted in determining a quorum.

2.9 Voting.

- a. Number of Votes. In any meeting of members, the mobile home owner members shall be entitled to cast one vote for each mobile home owned if membership has been acquired and membership dues paid for each mobile home owned. The vote of an individual Parcel is not divisible.
- b. Majority Vote. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding on all mobile home owner members for all purposes unless the Act, the Articles, or these Bylaws require a larger or lesser percentage of vote, in which case that larger or lesser percentage shall control.

2.10 Membership-Designation of Voting Member.

Persons or entities are entitled to become members of the Association on the acquisition of an ownership interest in a mobile home in The Gardens Mobile Home Park ("the Community") upon otherwise paying the required dues for membership and making proper application.

Membership shall be terminated when a person or entity no longer owns a mobile home in the Community.

If a Parcel is owned by more than one natural person, any record mobile home owner member may vote in person or by proxy, providing that there shall be no more than one vote per mobile home.

In the case of conflict among the Owners of a mobile home, the vote for that mobile home shall not be counted as to the matter under consideration in which the conflict arose, and whether the conflict appears by vote in person or by proxy.

Ballots may be cast for Parcels owned by Corporations or partnerships by a president, vice president, a partner, or any other person designated in a written certificate filed with the Secretary of the Association and signed by a president or vice president of a corporation or a partner of a partnership.

2.11 Proxies; Powers of Attorney.

Except as otherwise specifically provided herein, mobile home owner members may not vote by general proxy, but may vote by limited proxies as provided under

applicable Florida law, including, without limitation, Florida Statutes, Chapter 617.

Limited proxies may be used to established a quorum.

Limited proxies shall be used for votes taken to waive or reduce reserves with respect to the Association budget; for votes taken to waive financial statements requirements of applicable law; for votes taken to amend the declarations provided therein; for votes taken to amend the Articles or these Bylaws, as provided herein; and for any other matter permitted by applicable law which requires or permits a vote of the mobile home owner members.

No proxy, limited or general, shall be used in the election of members to the board.

General proxies may be used for other matters for which limited proxies are not required, and may also be used in voting for non-substantive changes to items for which a limited proxy is required and given.

Notwithstanding the provisions hereof, mobile home owner members may vote in Person at Association meetings.

Each proxy shall set forth specifically the name of the person voting by proxy and the name of the person authorized to vote for him.

Each proxy shall contain the date, time and place of the meeting for which the proxy is given. If the proxy is a limited proxy, it shall set forth those items that the holder of the proxy may vote and the manner in which the vote is to be cast.

The proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings.

No proxy shall be valid for more than 90 days after the date of the first meeting for which it was given, and may be revoked at any time by the mobile home owner member it.

The proxy shall be signed by the mobile home owner member or members (if more than one owner) or by the appropriate officer or partner of a corporation or partnership or other designated person mentioned in section 2.11, or the duly authorized attorney-in-fact of that person or persons (provided the power of attorney is filed with the Secretary of the Association). The proxy shall be filed with the Secretary of the Association before or at the meeting for which the proxy is given. One holding a power of attorney from a mobile home owner member,

properly executed and granting the authority, may vote as regarding that mobile home.

2.12 Adjourned Meetings.

If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. The time and place to which the meeting is adjourned shall be announced at the meeting at which the adjournment is taken and a notice shall be posted in a conspicuous place on the Community property as soon thereafter as may be practical stating the time and place to which the meeting is adjourned.

2.13 Waiver of Notice.

Mobile home owner members may waive their right to receive notice of any meeting, whether annual or special, by written statement signed by them to that effect. The waiver shall be filed with the Secretary of the Association either before, at, or after the meeting for which the waiver is given.

2.14 Action by Members Without a Meeting.

Unless otherwise prohibited by law, Mobile home owner members may take action by written agreement without a meeting, provided written notice is given to the mobile home owner members in the manner prescribed elsewhere in these Bylaws appropriate to the subject matter to be agreed on, unless that notice is waived as provided in these Bylaws. The decision of a majority of the mobile home owner members, or a larger percentage vote as otherwise may be required by the Act, the Articles, or these Bylaws (the decision to be evidenced by written response to be solicited in the notice), shall be binding on the membership, provided a quorum submits a response.. The notice shall set forth a time period within which responses must be made by the members.

2.15 Minutes of Meetings.

The minutes of all meetings of mobile home owner members shall be kept in a book available for inspection by mobile home owner members or their authorized representative, and Board members at any reasonable time.

The minutes shall be retained by the Association for a period of not less than

seven years. Mobile home owner members and their authorized representatives shall have the right to make handwritten notations from the minutes.

2.16 Order of Business.

The order of business at annual meetings of members and, as far as practical, at other members' meetings, shall be:

- a. Call to order.
- b. Election of a chairman of the meeting, unless the President or Vice President is present, in which case the President or Vice President shall preside.
- c. Calling of the roll, certifying of proxies, determination of a quorum.
- d. Proof of notice of meeting or waiver of notice.
- e. Reading and disposal of any unapproved minutes.
- f. Reports of Officers.
- g. Reports of committees.
- h. Appointment of inspectors of election.
- l. Determination of number of Directors.
- j. Election of Directors.
- k. Unfinished business.
- l. New business.
- m. Adjournment.

2.17 Actions Specifically Requiring Mobile Home Owner Member Votes.

The following actions require approval by the mobile home owner members and may not be taken by the Board of Directors acting alone:

- (A) Purchase of land or a recreational lease.
- (B) Recall of members of Board of Directors.
- (C) Other matters contained in the Articles, or these Bylaws that specifically require a vote of the members.

2.18 Proof of Mailing.

Any officer of the Association shall provide an affidavit, to be included in the official records of the Association, affirming that notices of the Association meeting were mailed or hand delivered in accordance with this provision, to each mobile home owner member at the address last furnished to the Association.

2.19 Mobile Home Owner Member Meeting Participation.

Mobile home owner members shall have the right to participate in meetings of members with reference to all designated agenda items. The Association may adopt reasonable rules in writing governing the frequency, duration, and manner of member participation.

**ARTICLE III
DIRECTORS**

3.1 Number and Qualifications.

The affairs of the Association shall be managed initially by a Board of five Directors. When Mobile home owner members elect a majority of the Directors, the Board shall be composed of any odd number of Directors that the Mobile home owner members may decide. The number of Directors, however, shall never be less than three or more than ten. Directors must be Mobile home owner members, officers of a corporate mobile home owner, or partners of a partnership mobile home owner. No Director shall continue to serve on the Board after he ceases to be a mobile home owner residing in a mobile home in the Community.

3.2 Election of Directors.

The members of the Board shall be elected by written ballot or voting machine. Proxies shall in no event be used in electing the Board, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise, unless otherwise provided in applicable Florida Law.

Not less than sixty (60) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each member entitled to vote, a first notice of the date of the election.

The Board shall hold a meeting within five (5) days after the deadline for a candidate to provide notice to the Association of intent to run. At this meeting, the Board shall accept additional nominations. Any member or other eligible person may nominate himself or may nominate another member or eligible person, if he has permission in writing to nominate the other person.

Any member or other eligible person desiring to be a candidate for the board must give written notice to the Association not less than forty (40) days before a scheduled election.

Not less than thirty (30) days before the election, the Association shall mail or deliver a second notice of the election to all Mobile home owner members entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8½ x 11 inches, which must be furnished by the candidate not less than thirty-five (35) days before the election, to be included in the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.

The voting procedures at such meeting shall be such as are consistent with applicable Florida Law. Elections shall be decided by a plurality of those ballots cast.

There shall be no quorum requirement; however, at least 20% of the eligible voters must cast a ballot in order to have a valid election of members to the Board.

No Member shall permit another person to vote his ballot, and any such ballots improperly cast shall be deemed invalid.

A Member who needs assistance in casting the ballot for the reason stated in

Section 201.051, Florida Statutes, may obtain assistance in casting the ballot. Any Member violating this provision may be fined by the Association in such amount as determined by the Board.

The regular election shall occur on the date of the annual meeting. Notwithstanding the provisions hereof, an election and balloting are not required unless more candidates file notice of intent to run or are nominated than vacancies exist on the Board.

3.3 Term.

Each Director's term of service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he or she is removed in the manner provided in Section 3.5. The Members, however, at any annual meeting may vote to create classes of directorships having a term of one, two, or three years so that a system of staggered terms will be initiated.

3.4 Removal.

Any Director may be recalled and removed from office with or without cause by the vote or agreement in writing of a majority of all voting interests. A special meeting of the Mobile home owner members may be called by 10% of the voting interests giving notice of the meeting as required in these Bylaws. The notice shall state the purpose of the meeting. Any vacancy on the Board of Directors thus created shall be filled as provided in this section.

- A. If the recall is approved by a majority of all voting interests by a vote at a meeting, the recall will be effective as provided below. The Board shall duly notice and hold a Board meeting within five (5) full business days of adjournment of the Member meeting to recall one or more Board members. At the meeting the Board shall either certify the recall, in which case, such member or members shall be recalled, effective immediately, and shall turn over to the Board within five (5) full business days, any and all records of the property of the Association in their Possession, or, shall proceed as set forth in Subsection C below.

- B. If the proposed recall is by an agreement in writing by a majority of all voting interests, the agreement in writing or copy thereof shall be served on the Association by certified mail or by personal service in the manner authorized by Chapter 48, Florida Statutes, and the Florida Rules of Civil Procedure. The Board shall duly notice a meeting of the Board within five (5) full business days after receipt of the agreement in writing. At the meeting, the Board shall either certify the written agreement to recall a member or members of the board (in which case such member or members shall be recalled effective immediately and shall turn over to the board, within five (5) full business days, any and all records of the Association in their possession) or proceed as described in Subsection C.
- C. If the Board determines not to certify the written agreement to recall a member or members of the Board, or does not certify the recall by a vote at a meeting, the Board shall, within ten (10) business days after the meeting, initiate procedures to submit the matter to binding arbitration as shall be agreed between the parties. For all purposes of this provision, Mobile home owner members who voted at the meeting or who executed the agreement in writing shall constitute one party under any petition for arbitration filed pursuant to this provision. In the event the arbitrator certifies the recall as to any member or members of the Board, the recall will be effective upon the mailing of a final order of arbitration to the Association. If the Association fails to comply with the order of the arbitrator, the matter may be submitted to the circuit court for entry of an appropriate order enforcing the arbitrator's decision and/or award. Any member or members of the Association so recalled shall deliver to the Board any and all records of the Association in their possession within five (5) full business days of the effective date of the recall.
- D. If the board fails to duly notice and hold a Board meeting within five (5) full business days of service of an agreement in writing or within five (5) full business days of adjournment of the Member recall meeting, the recall shall be deemed effective and the Board members so recalled shall immediately turnover to the Board any and all records of the Board and the property of the Association.
- E. If a vacancy occurs on the Board as a result of a recall and less than the majority of the Board members are removed, the vacancy may be filled by affirmative vote of the majority of the remaining Directors, notwithstanding any provision to the contrary contained in this Subsection. If vacancies occur on the Board as a result of a recall and a majority or more of the Board members

have been removed, the vacancies shall be filled in accordance with applicable Florida law.

- F. If vacancies occur on the Board as a result of a recall and a majority or more of the Board members are removed, the vacancies shall be filled in accordance with applicable Florida Law, including, without limitation, Florida Statutes, Chapter 617.

3.5 Resignation.

Any Director may resign at any time by sending or personally delivering a written notice of resignation to the Association, addressed to the Secretary. The resignation shall take effect on receipt by the Secretary, unless it states differently.

3.6 Organizational Meeting.

The organizational meeting of a newly elected Board of Directors shall be held within 10 days of the election at a place and time that shall be fixed by the Directors at the meeting at which they were elected and without further notice except notice to mobile home owner members required by applicable Florida law, including, without limitation, Florida Statutes, Chapter 617.

3.7 Regular Meetings.

The Board of Directors may establish a schedule of regular meetings to be held at a time and place as a majority of them shall determine from time to time. Notice of regular meetings, however, shall be given to each Director personally or by mail, telephone, or telegraph at least three days before the day named for the meeting.

3.8 Special Meetings.

Special meetings of the Board of Directors may be called by the President and, in his absence, by the Vice President, and must be called by the Secretary at the written request of at least one third of the Directors. Notice of the meeting shall be given personally or by mail, telephone, or telegraph. The notice shall state the time, place, and purpose of the meeting and shall be transmitted not less than three days before the meeting.

3.9 Waiver of Notice.

Any Director may waive notice of a meeting before, at, or after the meeting and that waiver shall be deemed equivalent to the giving of notice. Attendance by any Director at a meeting shall constitute a waiver of notice of the meeting, except when his attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

3.10 Notice to Mobile home owner members.

Notices of all meetings of the Board of Directors specifically identifying all agenda items shall be titled 'To The Attention of All Mobile home owner members' and shall also be posted conspicuously on the Community Property, if possible, at least forty-eight(48) continuous hours preceding the meeting, except in an emergency.

Any item not included in the notice may be taken up on an emergency basis by at least a majority plus one of the members of the Board.

Notice of any meeting in which regular assessments against Parcels or Mobile home owner members are to be considered for any reason shall contain a statement that assessments will be considered and the nature of any such assessments. Written notice of any meeting at which non-emergency special assessment, or at which amendment to rule or rules regarding Parcel use will be proposed, discussed, or approved, shall be mailed or hand delivered to the Mobile home owner members and posted conspicuously on the Association Property, if possible, not less than fourteen(14) calendar days prior to the meeting. Evidence of compliance with this fourteen (14) calendar day notice shall be made by an affidavit executed by the Secretary and filed among the official records of the Association. Upon notice to the Mobile home owner members, the Board shall, by duly adopted rule, designate a specific location on the Association Property upon which all notices of Board meetings shall be posted

3.11 Quorum.

A quorum at the meetings of the Directors shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors except when approval by a greater number of Directors is required by applicable Florida law, including, without limitation, Florida Statutes, Chapter 617, the Articles, or these Bylaws. A Director who is present at a meeting of the Board

at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest. No Director may vote by proxy or by secret ballot at a Board meeting except for the election of officers. A vote or abstention for each member present shall be recorded in the minutes of that meeting.

3.12 Adjourned Meetings.

If there is less than a quorum present at any meeting of the Board of Directors, the majority of those present may adjourn the meeting until a quorum is present. The adjourned meeting shall be held after proper notice given in accordance with these Bylaws.

3.13 No Proxy.

There shall be no voting by proxy at any meeting of the Board of Directors

3.14 Joinder in Meeting by Approval of Minutes.

A Director may join in the action of a meeting by signing and concurring in the minutes of that meeting. That concurrence, however, shall not constitute the presence of that Director for the purpose of determining a quorum.

3.15 Meetings Open to Members.

Meetings of the Board of Directors and any committee thereof at which a quorum of the members of that committee are present shall be open to all Mobile home owner members.

When a telephone conference is used, a telephone speaker shall be attached so that the discussion may be heard by the Board members and by any Mobile home owner members present in an open meeting.

Board members utilizing a telephone conference call may be counted toward obtaining a quorum and may vote over the telephone. The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items; however, the Board may permit a Member to speak on items not specifically designated on the agenda and may adopt reasonable rules governing the frequency, duration, and manner of Member statements.

Any Member may tape record or videotape meetings of the board. Tape recording and videotaping of a meeting shall be in compliance with such reasonable rules as may be adopted, in writing, governing the frequency, duration, and manner of such Member statements.

3.16 Presiding Officer.

The presiding Officer at Board meetings shall be the President or, in his absence, the Vice President, and in his absence, the Directors present shall designate any one of their number to preside.

3.17 Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by Mobile home owner members or the authorized representative and Board members at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. Mobile home owner members or their authorized representatives shall have the right to make written notations from the minutes.

3.18 Committees.

The Board of Directors, by resolution adopted by majority of the full Board, may appoint an executive and one or more other committees comprised either of Board Members, Mobile home owner members, or Board Members and Mobile home owner members appointed by the Board whose exercise of power shall be subject to the prior and subsequent approval of the Board of Directors.

The executive committee shall have and may exercise all of the powers of the Board in the management of the business and affairs of the Association during the intervals between the meetings of the Board insofar as may be permitted by law.

The executive committee, however, shall not have power to:

- (a) determine the common expenses required for the operation of the Association;
- (b) determine the assessments payable by the Mobile home owner members to

meet the common expenses of the Association;

- (c) adopt or amend Rules and Regulations covering the details of the operation and use of the Association Property;
- (d) purchase, lease, or otherwise acquire Parcels in the name of the Association;
- (e) approve or recommend to Mobile home owner members any actions or proposals required by the Act, the Articles, or these Bylaws to be approved by Mobile home owner members; or
- (f) fill vacancies on the Board of Directors.

3.19 Compensation.

Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their duties. No Director shall solicit, offer to accept, or accept anything or any service of value for which consideration has not been provided for his own benefit or that of his immediate family, from any person providing or proposing to provide goods or services to the Association. Any Director who knowingly so solicits, offers to accept, or accepts anything or any service of value is subject to a civil penalty pursuant to Florida Statutes, Chapter 617. However, this paragraph does not prohibit a Director from accepting services or items received in connection with trade fairs or educational programs.

3.20 Order of Business.

The order of business at meetings of Directors shall be:

- a. Calling of roll.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and disposal of any unapproved minutes.
- d. Reports of Officers and committees.
- e. Election of officers
- f. Unfinished business.

- g. New business.
- h. Adjournment.

3.21 Failure to Elect Director Quorum.

If the Association or the Board of Directors fails to fill vacancies on the Board of Directors sufficient to constitute a quorum, any Member may apply to the circuit court within whose jurisdiction the Association is situated for the appointment of a receiver to manage the affairs of the Association, in the manner prescribed in applicable Florida Law. If a receiver is appointed, the Association shall be responsible for the salary of the receiver, court costs, and attorneys' fees. The receiver shall have all the powers and duties of a duly-constituted Board of Directors and shall serve until the Association fills vacancies on the Board sufficient to constitute a quorum.

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

All of the powers and duties of the Association existing under the Act, the Articles, and these Bylaws shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees, subject only to the approval by Mobile home owner members when that approval specifically is required. The powers and duties of the Board shall include, but shall not be limited to, the following:

4.1 Maintenance, Management, and Operation of the Association.

4.2 Contract, Sue, or be Sued.

After the Mobile home owner members are entitled to elect a majority of the Board of Directors of the Association, the Association may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all mobile home owner members concerning matters of common interest, including but not limited to the Community Property and commonly-used facilities. The statute of limitations for any action in law or equity that the Association may have shall not begin to run until the Mobile home owner members have elected a majority of the members of the Board of Directors.

4.3 Adopt Rules and Regulations.

The Association may adopt reasonable Rules and Regulations for the governing of the Association members.

4.4 Maintain accounting records.

4.5 Obtain Insurance.

The Association shall use its best efforts to obtain and maintain adequate insurance to protect the Association and the Association Property, if any.

4.6 Furnish Annual Financial Reports to Members.

4.7 Give Notice of Liability Exposure.

If the Association may be exposed to liability in excess of insurance coverage in any legal action, it shall give notice of the exposure to all Mobile home owner members, who shall have the right to intervene and defend.

4.8 Contract for Maintenance, and Management of the Association Property.

4.9 Pay Taxes or Assessments Against the Association Property.

4.10 Employ Personnel.

The Association may employ and dismiss personnel as necessary for the maintenance and operation of the Association property and may retain professional services that are required for those purposes.

**ARTICLE V
OFFICERS**

5.1 Executive Officers.

The Executive Officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, a Secretary, and an Assistant Secretary. The Officers shall be elected annually by the Board of Directors and may be removed without cause at any meeting by a vote of a majority of all of the Directors. A person may hold more than one office except

that the President may not also be the Secretary or Assistant Secretary. No person shall sign an instrument nor perform an act in the capacity of more than one office. The Board of Directors from time to time shall elect other Officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

5.2 President.

The President shall be the Chief Executive Officer of the Association. He shall have all of the powers and duties that usually are vested in the office of President of an Association, including but not limited to the power to appoint committees from among the members to assist in the conduct of the affairs of the Association as he may determine appropriate. If present, the President shall preside at all meetings of the Board.

5.3 Vice President.

The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. He or she also shall assist the President and exercise other powers and perform other duties as shall be prescribed by the Directors, and, if present, shall preside at all meetings where the President is not in attendance.

5.4 Secretary.

The Secretary shall keep the minutes of all proceedings of the notices to the Directors and the members and other notices required by law. The Secretary shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the Secretary of an Association and as may be required by the Directors or the President.

5.5 Treasurer.

The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. The Treasurer shall submit a treasurer's report to the Board at reasonable intervals and shall perform all other duties incident to the office of treasurer. All money and other valuable effects

shall be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board.

5.6 Compensation.

The compensation, if any, of all Officers and other employees of the Association shall be fixed by the Board of Directors. This provision shall not preclude the Board from employing a Director as an employee of the Association or preclude contracting with a Director for the management of the Association. No officer shall solicit, offer to accept, or accept anything or any service of value for which consideration has not been provided for his own benefit or that of his immediate family, from any person providing or proposing to provide goods or services to the Association. Any Officer who knowingly so solicits, offers to accept, or accepts anything, or service, of value is subject to a civil penalty pursuant to applicable Florida Law. However, the provisions hereof do not prohibit an Officer from accepting services or items received in connection with trade fairs or education programs.

**ARTICLE VI
FISCAL MANAGEMENT**

6.1 Board Adoption of Budget.

The Board of Directors shall adopt a budget for the common expenses of the Association in advance of each fiscal year at a special meeting of the Board called for that purpose at least 45 days before the end of each fiscal year.

6.2 Budget Requirements.

The proposed annual budget of common expenses shall be detailed and shall show the amount budgeted by accounts and expense classifications, including, when applicable, but not limited to:

- a. Administration of the Association.
- b. Management fees.
- c. Maintenance.
- d. Rent for recreational and other commonly used facilities, if any.
- e. Taxes on Association property, if any.

- f. Taxes on leased areas, if any.
- g. Insurance.
- h. Security provisions.
- i. Other expenses.
- j. Operating capital.
- k. Fees payable to the State of Florida, as applicable.

6.3 Member Approval of Excessive Budget.

If a budget adopted by the Board of Directors exceeds 115% of the assessment for the previous year, adoption of the same shall require the majority vote of the Mobile home owner members, and the Board shall call a special meeting of the Mobile home owner members within 30 days to consider and approve same. The special meeting shall be called on not less than 10 days' written notice to each Member. At the special meeting, Mobile home owner members shall consider and enact the proposed budget, by not less than a majority vote of all Mobile home owner members. Provisions for reasonable reserves for repair or replacement of the Association property, nonrecurring expenses, and assessments for betterment of the Association property shall be excluded from the computation in determining whether assessments exceed 115% of similar assessments in the previous year.

6.4 Alternative Budget Adoption by Members.

At its option, for any fiscal year, the Board of Directors may propose a budget to the Mobile home owner members at a meeting of members or in writing. If the proposed budget is approved by the Mobile home owner members at the meeting or by a majority of all Mobile home owner members in writing, the budget shall be adopted.

6.5 Accounting Records and Reports.

The Association shall maintain accounting records in Manatee County, according to good accounting practices. The records shall be open to inspection by Mobile home owner members or their authorized representative at all reasonable times.

The records shall include, but are not limited to: a) records of all receipts and expenditures; and, b) an account for each member, designating the name and current mailing address of the Mobile home owner members, the amount of each assessment, the dates and amounts in which the assessments come due, the amount paid on the account and the balance due. Within sixty (60) days after the end of each fiscal year, the board of directors shall mail or furnish by personal delivery to each Member a complete financial report of expenditures for the previous twelve (12) months.

6.6 Depository.

The depository of the Association shall be those banks or savings and loan associations, state or federal, located in Florida, as shall be designated from time to time by the Board of Directors and in which the money for the Association shall be deposited. Withdrawal of money from those accounts shall be only by checks or other withdrawal instruments signed by those persons authorized by the Board of Directors. Reserve and Operating funds of the Association shall not be commingled for any purpose.

6.7 Fidelity Bonding.

Each person who controls or disburses funds of the Association shall be bonded by a fidelity bond. The cost of bonding shall be at the expense of the Association. The amount of the fidelity bond shall be as follows: if the Association's annual gross receipts do not exceed \$100,000.00, the bond shall be in the principal sum of not less than \$10,000.00 for each such person. If the Association's annual gross receipts exceed \$100,000.00, but do not exceed \$300,000.00, the bond shall be in the principal sum of \$30,000.00 for each such person. If the Association's annual gross receipts exceed \$300,000.00, the bond shall be in the principal sum of not less than \$50,000.00 for each such person.

6.8 Annual Election of Income Reporting Method.

The Board of Directors shall make a determination annually, based on competent advice, whether it shall cause the Association's income to be reported to the Internal Revenue Service by the "regular" method (Federal Tax Form 1120) or the "alternative" method (Federal Tax Form 1120H), according to which method of reporting shall best serve the interests of the Association for the reporting period under consideration.

ARTICLE VII ASSESSMENTS AND COLLECTION

7.1 Assessments, Generally.

Assessments shall be made against the Member not less frequently than monthly in the discretion of the Board of Directors. The assessments shall be made in an amount no less than required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred.

7.2 Emergency Assessments.

Assessments for common expenses of emergencies that cannot be paid from the annual assessment for common expenses shall be made by the Board of Directors after thirty (30) days notice given to the Mobile home owner members. These assessments shall be paid at the times and in the manner that the board may require in the notice of assessment.

7.3 Liability for Assessments.

Each Member, regardless of how title is acquired, shall be liable for all assessments that come due while he is the Member. The Member and his grantee in a voluntary conveyance shall be jointly and severally liable for all unpaid assessments due and payable up to the time of voluntary conveyance.

7.4 Assessments: Amended Budget.

If the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors. Unpaid assessments for the remaining portion of the year for which an amended assessment is made shall be payable in as many equal installments as there are installment payment dates remaining in the budget year as of the date of the amended assessment. The budget shall not be amended for emergency or special nonrecurring expenses.

7.5 Collection: Interest, Application of Payment.

Assessments and installments on them, if not paid within 10 days after the date they become due, shall bear interest at the rate of 18% per year. The Association may also assess a late charge on delinquent assessments in addition to such interest in an amount not to exceed the greater of \$25.00 or 5% of each

installment of the Assessment for each delinquent installment that the payment is late. Any payments received shall be applied first to interest accrued, next to late charges, and then to any costs and reasonable attorney fees incurred in collection, and lastly, to the delinquent assessment.

7.6 Collection: Suit, Notice.

The Association may bring an action to recover a money judgment for the unpaid assessment. The Association is entitled to recover its reasonable attorneys fees incurred in action to recover a money judgement for unpaid assessments.

**ARTICLE VIII
ASSOCIATION CONTRACTS, GENERALLY**

8.1 Fair and Reasonable: Cancellation.

All contracts for the operation, maintenance, or management of the Association or property serving the Mobile home owner members, made by the Association must not be in conflict with the powers and duties of the Association or the rights of the members. Any contract that is not to be fully performed within one year from its making or any contract for the purchase, lease, or renting of materials or equipment to be used by the Association in accomplishing its purposes under applicable Florida law and any contract for the provision of services shall be in writing. If a contract for the purchase, lease or renting of materials or equipment or for the provision of services requiring payment by the Association exceeds 5% of the total annual budget of the Association, including reserves, the Association shall obtain competitive bids for the materials, equipment, or services. Nothing contained herein shall be construed to require the Association to accept the lowest bid. Notwithstanding the foregoing, contracts with employees of the Association which do not include managers hired by the Association licensed or required to be licensed pursuant to applicable Florida Law, and contracts for attorneys', accountants', architects', engineers' and landscape architects' services shall not be subject to the provisions hereof. Nothing contained herein is intended to limit the ability of the Association to obtain needed products and services in an emergency. The provisions hereof shall not apply if the business entity with which the Association desires to enter into a contract is the only source of supply within the county serving the Association. However, nothing contained herein shall excuse a party contracting to provide maintenance or management services from compliance with Applicable Florida Law. If allowed under applicable statute, the Association may waive the requirement of this paragraph as provided in such statute.

**ARTICLE IX
ROSTER OF MOBILE HOME OWNER MEMBERS**

Each Member shall file with the Association a copy of the mobile home certificate of title or other instrument showing his ownership for reference as required in the exercise of its powers and duties.

**ARTICLE X
ARBITRATION OF INTERNAL DISPUTES**

Mandatory non-binding arbitration as provided for by applicable Florida Law, if any, shall be conducted respecting disputes as defined therein.

**ARTICLE XI
LIABILITY SURVIVES MEMBERSHIP TERMINATION**

Termination of membership in the Association shall not relieve or release a former member from any liability or obligation incurred with respect to the Association during the period of membership nor impair any rights or remedies that the Association may have against the former member arising out of membership and his covenants and obligations incident to that membership.

**ARTICLE XII
PARLIAMENTARY RULES**

Robert's Rules Of Order (latest edition) shall govern the conduct of the Association's meetings when not in conflict with applicable Florida Law, the Articles, or these Bylaws.

**ARTICLE XIII
RULES AND REGULATIONS**

13.1 Board May Adopt.

The Board of Directors may adopt and amend, from time to time, reasonable Rules and Regulations governing the details of the operation of the Association.

13.2 Posting and Furnishing Copies.

A copy of the Rules and Regulations adopted from time to time by the Board of Directors, and any amendments to existing Rules and Regulations, shall be posted in a conspicuous place on Community Property and a copy furnished to each Member. No rule, regulation, or amendment shall become effective until 30 days after posting, except in the case of an emergency, in which case the rule, regulation, or amendment shall become effective immediately on posting.

13.3 Limitations on Authority.

The Board of Directors may not unreasonably restrict any Member's right to peaceably assemble or right to invite public officers or candidates for public office to appear and speak on Association property, common areas, and recreational facilities.

13.4 Reasonableness Test.

Any rule or regulation created and imposed by the Board of Directors must be reasonably related to the promotion of the health, happiness, and peace of mind of the Mobile home owner members and uniformly applied and enforced.

**ARTICLE XIV
BYLAWS DEEMED AMENDED**

These Bylaws shall be deemed amended in those particulars as may be required to make them consistent with the provisions of applicable Florida law, as it may be amended from time to time.

**ARTICLE XV
PRIORITIES IN CASE OF CONFLICT**

In the event of conflict between or among the provisions of any of the following, the order of priorities shall be, from highest priority to lowest:

- a. Applicable Florida law, including, without limitation, Florida Statutes Chapters 617 and 723.
- b. The Articles.
- c. These Bylaws.

- d. The Rules and Regulations.

ARTICLE XVI INDEMNIFICATION

Every Officer and Director of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorneys' fees incurred and imposed in connection with any proceedings to which he may be a party, or in which he may become involved by reason of his being or having been an Officer or Director of the Association, whether or not he is an Officer or Director at the time the expenses are incurred. The Officer or Director shall not be indemnified if adjudged guilty of gross negligence or willful misconduct or if he shall have breached his fiduciary duty to the members of the Association. The Association shall not be liable, however, for payment of a voluntary settlement unless it is first approved by the Board of Directors. The foregoing rights shall be in addition to and not exclusive of all other rights to which the Director or Officer may be entitled.

ARTICLE XVII AMENDMENTS

Except as otherwise provided in the Articles, amendments to these Bylaws shall be proposed and adopted in the following manner:

17.1 Proposal.

Amendments to these Bylaws may be proposed by a majority of the Board, or by written petition to the Board signed by at least one-fourth of the voting interests.

17.2 Procedure.

Upon any amendment to these Bylaws being proposed by said Board or mobile home owner members, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

17.3 Vote Required.

Except as otherwise provided by law, or by specific provision of the Articles, these Bylaws may be amended if the proposed amendment is approved by at least two-thirds of the voting interests presented in person or by proxy and voting

at any annual or special meeting called for the purpose, provided that notice of the amendment has been given to the members in accordance with law.

17.4 Effective Date.

A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted, which certificate shall be executed by the President or Vice President of the Association. The amendment shall be effective upon execution.

17.5 Format.

Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF BYLAW. SEE BYLAW NUMBER FOR PRESENT TEXT."

**ARTICLE XVIII
MISCELLANEOUS**

18.1 Gender and Number.

Whenever the masculine or singular form of a pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine, or neuter; singular or plural, as the context requires.

18.2 Severability.

Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

18.3 Conflict.

If any irreconcilable conflict should exist or hereafter arise with respect to the interpretation of these Bylaws, or the Articles, the provisions of Articles shall prevail over the provisions of these Bylaws.

Bylaws
The Gardens Homeowners Association, Inc.
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The foregoing were adopted as the Bylaws of THE GARDENS HOMEOWNERS' ASSOCIATION, INC., on the _____ Day of March, 2003.

THE GARDENS HOMEOWNERS'
ASSOCIATION, INC.

ATTEST:

By: _____
Carol Hall, Secretary

By: _____
Ronald R. Howington, President