

BY-LAWS  
OF  
LONG LEAF PLANTATION HOME OWNERS ASSOCIATION

ARTICLE I  
NAME AND LOCATION

The name of the corporation is LONG LEAF PLANTATION HOME OWNERS ASSOCIATION, hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at 1676 Red Mangrove Drive, DeLand, Florida 32724, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

SECTION 1. "Association" shall mean and refer to Long Leaf Plantation Home Owners Association, Inc., its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation of Long Leaf Plantation Home Owners Association, Inc., and such additions thereto as may be brought within the jurisdiction of the Association.

SECTION 3. "Member" shall mean and refer to those persons who become members as provided in the Articles of Incorporation.

SECTION 4. "Member in good standing" shall mean a member whose current dues and assessments have been paid, whose rights have not been suspended, and who is in substantial compliance with the Declarations of Covenants and Restrictions described herein.

ARTICLE III  
MEETING OF MEMBERS

SECTION 1. Annual Meetings. The first Annual Meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular Annual Meeting of the Members shall be held on a day of the same month each year thereafter and at an hour, both to be selected by the Board of Directors.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time by the chairman or by the Board of Directors, or upon written request of one fourth (1/4) of all of the membership.

SECTION 3. Notice of Meetings. Written or personal notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by personally delivering a copy of the notice or by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

SECTION 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles Of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

SECTION 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the commencement of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot or the vacating of lot by a member.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. Number. The affairs of this Association initially shall be managed by a Board of seven (7) directors. The number of directors may be altered from time to time by a majority vote of the membership at a properly constituted meeting, but there shall always be an odd number of members constituting the Board of Directors.

SECTION 2. Term of Office. The term of office of the Directors will be two (2) years with staggered terms. To institute this staggered term system, three (3) of the initial Directors shall serve until the first annual meeting after their election. The remaining four (4) initial directors shall serve until the second annual meeting after their election. There shall be no limit of number of terms for directors.

SECTION 3. Removal. At any duly called meeting, any director may be removed from the Board, with or without cause, by majority vote of the members as defined herein, said members voting either in person or by proxy, and a successor to each removed director may then and there be elected to fill any vacancy thus created. If a successor is not so elected before the adjournment of the aforesaid meeting, or in the event of the death or resignation of a director, a successor shall be selected by a majority vote of the remaining members of the Board even though they may constitute less than a quorum. The successor shall serve for the unexpired term of his predecessor.

SECTION 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by any member in good standing, as defined herein, by written notice to the secretary at least three (3) days prior to the Annual Meeting or from the floor at the meeting. The Nominating Committee shall consist of five (5) members, at least three of which shall be members of the Board of Directors. The remaining committee members, if any, shall be selected by the chairman of the Board of Directors and shall be members of the Association in good standing. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

SECTION 2. Election of Directors. Directors shall be elected by vote of the members in good standing, cast at the Annual Meeting of the

members, and shall hold office until (a) their individual terms shall expire (unless removed as provided herein), and (b) their successors are elected. At such election each member shall have one vote in respect to each vacancy, which may be cast in person or by proxy. The persons receiving the largest number of votes, not necessarily a majority, shall be elected. Cumulative voting is not permitted.

ARTICLE VI  
MEETING OF BOARD OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by a majority of the directors, but at least four (4) such meetings shall be held each calander year. Notice shall state the date, hour and place of meeting. Notice of regular meetings shall be given by the secretary to each director in person or by U.S. Mail, postage prepaid, at least three (3) days prior to the day named for the meeting unless such notice or time period be waived. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail.

SECTION 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the chairman, or by any two (2) directors, after not less than three (3) days notice to each director unless such notice or time period be waived.

SECTION 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall be vested with all the powers and duties necessary for the administration of the Association and may act in all matters except where specified otherwise by these By-Laws. The Board of Directors may offer to members services as arbitrators in disputes relating to the Declarations of Covenants and Restrictions dated December 13, 1978, June 18, 1980 and October 13, 1981, and recorded in the Public Records of Volusia County in Book 2036 Page 0770, Book 2178 Page 1348, and Book 2304 Page 1749.

SECTION 2. Duties. In addition to other duties imposed by these By-laws, the Board of Directors shall be responsible for:

- A. Collection of all dues and assessments from the members and setting the annual dues;
- B. Adopting rules and regulations as may be necessary regarding the use of any common areas which are subject to use by all members;
- C. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of dues or assessments;
- D. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation;
- E. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, unless such absences are excused by the Board.

SECTION 3. Other Duties. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of the Members, or at any Special Meeting, when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.

B. Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

C. As permitted by the Articles of Incorporation, to:

1. Adopt an annual budget.

2. Fix the amount of the annual dues.

3. Send written notice of such dues to every owner subject thereto at least thirty (30) days in advance of the payment date.

D. Procure and maintain adequate liability and hazard insurance on any property owned by the Association and procure and maintain general liability and such other liability insurance as it may deem appropriate.

E. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

F. Provide for the purchase of Director's and Officer's liability insurance from the general funds of the Association.

#### ARTICLE VIII OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of this Association shall be a chairman, vice-chairman, secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

SECTION 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

SECTION 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve. There shall be no limit on the number of terms an officer may serve.

SECTION 4. Special Appointments. The Board may elect other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from to time determine.

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

SECTION 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of an officer he replaces.

SECTION 7. Multiple Offices. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

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

CHAIRMAN

A. The chairman shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall perform such other duties as ordinarily pertaining to that office.

VICE-CHAIRMAN

B. The vice-chairman shall act in the place and stead of the chairman in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

C. The secretary shall: keep appropriate records showing the members of the Association together with their addresses; record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; and shall perform such other duties as required by the Board.

TREASURER

D. The treasurer shall safely keep all monies of the corporation, which may come into his hands from time to time, and to pay out the same upon check or draft of the chairman, vice-chairman, or secretary, in the absence of the chairman, countersigned by the Treasurer. The treasurer is authorized to expend up to fifty dollars (\$50.00) for any single purchase, without approval of the Board of Directors. The treasurer shall keep accurate books of accounts of transactions of his office and generally perform all other duties pertaining to his office which may be required by the Board of Directors. He shall countersign all financial documents requiring the signature of the chairman or vice-chairman. He shall promptly deposit monies of the Association as the same may come into his hands in such bank or trust company, or companies, as may be designated by the Board of Directors. Such deposits shall be in the name of the Long Leaf Plantation Home Owners Association, Inc and shall be in accounts which are insured by the Federal Deposit Insurance Corporation or comparable system.

ARTICLE IX  
COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided herein and may, from time to time, appoint committees and delegate to them such authority as may be deemed advisable by the Board, so long as same shall be within the limits of the Board's authority and discretion. The standing committees of this Association shall be:

Membership	Insurance
Rules and Arbitration	Maintenance

The general responsibilities of the standing committees shall be:

Membership Chairman: will welcome newcomers to the Association and maintain records of membership, interfacing with the Treasurer to insure current membership dues are paid and funds for membership are provided to the Treasurer.

Insurance Committee: will recommend to the Board of Directors suitable liability and hazard insurance on any property owned by the Association and general liability and such other liability insurance as it may deem appropriate.

Rules and Arbitration Committee: will, from time to time, determine whether any homeowner is in violation of the Declarations of Covenants and Restrictions described herein; report said violations to the Board of Directors; provide arbitration service to homeowners who request it in connection with violations or alleged violations of those Declarations of Covenants and Restrictions; and report their findings, in such arbitrations, to the Board of Directors.

Maintenance Chairman: will arrange to repair or replace any ornamental street sign, traffic stop sign, or post supporting same, as directed by the Board of Directors, or in the event that prior approval of the Board is not attainable, upon approval by any one (1) director, if said signs are damaged or removed by person or persons unknown and their condition or absence constitutes an inconvenience or hazard to the public.

#### ARTICLE X 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 Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE XI SPECIAL ASSESSMENTS

Special assessments may be made for good cause in the following manner: The Board of Directors shall present the need for such special assessment to the general membership at a meeting of the membership. The membership, at a properly constituted meeting, in person or by written proxy, shall approve or disapprove the requested special assessment; except all directors and a majority of the members may approve the same without a meeting by signing a written statement of their intention to approve such an assessment. A duly approved assessment shall be paid by not later than thirty-one (31) days following its approval.

#### ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Long Leaf Plantation Home Owners Association, Inc., a corporation not for profit.

#### ARTICLE XIII AMENDMENTS

SECTION 1. During the first year of existence of this corporation, the Board of Directors shall have the power and authority to alter and amend these By-Laws at a regular or special meeting of the Board of Directors by a majority vote of such Board; thereafter, the By-laws may be altered, amended, added to, or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.

ARTICLE XIV  
INDEMNIFICATION

The corporation shall indemnify any person:

(a) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(b) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE XV  
MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the corporation shall coincide with the calendar year of every year except that the first year shall begin on the date of incorporation.

SECTION 2. Authority. Only the Board of Directors has the authority to commit the Association to contracts or responsibilities of any kind; however, the sum of the commitments outstanding shall not exceed the current assets of the Association.

SECTION 3. Expenditures. No member shall be entitled to reimbursements for any expenditures made on behalf of the Association, unless authority for such expenditure was given previously by the Board of Directors (except as stated in Article IX, Committees, Maintenance herein). The Board of Directors shall not have the right to enter into any contract or make any expenditure unless such contract or expenditure has the prior approval of a majority of the Directors.

SECTION 4. Rules of Order. "Revised ROBERT'S RULES OF ORDER" shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws.

SECTION 5. Logo. The official logo for the Long Leaf Plantation Home Owners Association, Inc. shall be fashioned after the logo of Long Leaf Plantation, Inc. The logo shall appear on all Association documents.

IN WITNESS WHEREOF, we, being all of the Directors of Long Leaf Plantation Home Owners Association, Inc., have hereunto set our hands and seals this 30~~th~~ day of January, 1989.

Frederick C. Miller

Frederick C. Miller

Leonard V. Edwards

Leonard V. Edwards

Hugh M. Miller

Hugh M. Miller

Russell J. Grant

Russell J. Grant

Douglas H. Belcher

Douglas H. Belcher

Chadwick W. Cowan

Chadwick W. Cowan

Deborah DiGiacomo

Deborah DiGiacomo

(CORPORATE SEAL)

