

SCHEDULE C TO DECLARATION OF CONDOMINIUM FOR
MANDARIN PROFESSIONAL COMPLEX, AN OFFICE CONDOMINIUM

BYLAWS
OF
MANDARIN PROFESSIONAL COMPLEX CONDOMINIUM ASSOCIATION, INC.

BYLAWS
OF
MANDARIN PROFESSIONAL COMPLEX CONDOMINIUM ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

ARTICLE I
AUTHORITY

These are the initial By-Laws for this Association as adopted by the Developer pursuant to the Articles of Incorporation filed with the Florida Department of State on the 31st day of December, 1987, under document number N24176.

ARTICLE II
PURPOSE

The purpose of these By-Laws is to govern the administration of this Association and the operation of the Condominium property described in the Articles of Incorporation.

ARTICLE III
MEMBERSHIP

Section 1. Qualifications for Membership. Any person who acquires a fee simple interest in a unit in the Condominium shall be a member of this Association.

Section 2. Manner of Admission. Any such fee simple owner shall automatically be entitled to membership and shall automatically become a member of this Association as of the time that the instrument creating their interest is duly executed. Nevertheless, as soon as possible following that time, the member shall register with the secretary of this Association and shall provide such reasonable information as the Board of Directors may require from time to time.

Section 3. Membership as An Appurtenance to a Unit. Membership in this Association is an appurtenance to the fee simple title to a unit in the Condominium and shall not in any manner be separated from that ownership.

Section 4. Effect of Abandonment. Abandonment of the ownership or use of a unit, whether voluntary or involuntary, shall not terminate membership nor discharge its attendant

duties.

ARTICLE IV
VOTING BY MEMBERS AND MEETINGS OF MEMBERS

Section 1. Voting Interest. Except as otherwise expressly provided by the Declaration or these By-Laws, each unit shall have one vote without regard to the number of fee simple owners of the unit. If a provision of the Declaration or these By-Laws is unclear as to whether a particular approval is required by the foregoing one vote per unit rule or by a vote of all members, it shall be presumed that the one vote per unit rule applies.

Section 2. Voting Certificate. If a unit is owned by more than one owner or by any entity or relationship, the owner(s) shall file with the secretary for this Association a document which designates one of the record title owners, or partner, or director or officer, as the case may be, as the person who is authorized to vote on behalf of the Condominium unit. A voting certificate shall be valid until revoked in writing, superceded by subsequent certificates, or until a change in ownership of the unit. A voting certificate shall be revocable at any time, but a revocation shall not be binding upon the Association until the president or secretary has actual knowledge of the revocation. If a voting certificate is not on file with the Association when an action is to be considered, then the Association shall be entitled to rely upon the representation of capacity by the owner or representative who attends the meeting.

Section 3. Proxies. A member entitled to vote on any matter shall be entitled to vote through the use of a proxy. All proxies shall be in writing and actually received by the secretary for the Association before their use is allowed. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the unit owner executing it, but no revocation shall be binding against the Association until it is actually received by the president or the secretary.

Section 4. Quorum. Unless otherwise provided in the Declaration or these By-Laws, the percentage of voting rights (the one vote per unit rule or the one vote per member rule, as the case may be) required to constitute a quorum shall be the minimum number required by the Declaration, Articles of Incorporation, these By-Laws or applicable law, necessary to effect the types of business scheduled on the agenda before the

commencement of the meeting. In the absence of a specific provision in the condominium documents as to what constitutes a quorum for a particular action, the rule shall be that a majority of the voting interests shall be necessary to constitute a quorum. Nothing in the foregoing rule is intended to alter specific percentage requirements for specific actions, as for example amendments to these By-Laws.

Section 5. Number of Voting Interests Necessary to Make a Decision. Except as otherwise expressly provided in the Declaration or these By-Laws, a majority of the voting interests (the one vote per unit rule or the one vote per member rule, as the case may be) shall be necessary to make a decision. "Majority" means any amount more than fifty percent (50%).

Section 6. Notice of Meetings of Members. Any applicable requirement of Florida Statutes, Chapters 609, 617 and 718, as to the form and time of notice of the meetings of members shall be followed. That rule shall also apply to any notice requirements contained in the Declaration or these By-Laws. Otherwise, notices may be given orally or in writing and for any prior reasonable time. Unless otherwise expressly prohibited by statute, members may waive notice of specific meetings. If notice of a meeting is given, it shall be given to all registered members whether or not the one vote per unit rule is to apply at the meeting.

Section 7. Decision Making By Written Agreement. Except as otherwise expressly prohibited by statute, the unit owners shall be entitled to make decisions by written agreement without meetings. If this rule is employed, the written agreement (or a duplicate thereof) shall be executed by the voting member in the presence of two subscribing witnesses, and the execution shall be acknowledged by the voting member in the same manner as required by law for deeds of conveyance for real property.

Section 8. Annual Meeting. There shall be an annual meeting of the unit owners. Written notice shall be given to each unit owner at least fourteen (14) days prior to the annual meeting and shall be posted in a conspicuous place on the condominium property at least fourteen (14) days prior to the annual meeting. Unless a unit owner waives in writing the right to receive notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each unit owner. An officer of this Association shall provide an affidavit, to be included in the official records of this Association, affirming that a notice of the Association meeting was mailed or hand delivered in accordance with this provision to each unit owner at the address last furnished to this Association.

Section 9. Minimum Order of Business for Annual Meeting of Members. The following is a list of the minimum number of subjects and their order of consideration that shall be followed at each annual meeting of the members, subject to expansion at the discretion of the Board of Directors:

a. Calling of the roll and certifying of voting certificates and/or proxies in order to determine if a quorum exists and there is a sufficient number of voting interests in attendance to take any action previously placed on the agenda.

b. Proof of notice of meeting or waiver of notice.

c. Reading and disposal of any unapproved minutes.

d. Reports of presently serving directors.

e. Reports of presently serving officers.

f. Report of presently serving committees of members.

g. Old business.

h. Consideration of past and future fiscal matters.

i. Election of directors.

j. Any other new business. The president or presiding officer shall have the right of reasonable limitation as to matters from the floor.

k. Adjournment.

Section 10. Special Meetings of Members. Special meetings of members shall be held whenever called by a majority of the Board of Directors. A special meeting must be called by the Board of Directors upon receipt of a written request from a majority of the voting interests necessary to make the decision that is the proposed subject of the special meeting.

Section 11. Adjourned Meetings. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. In that event, any required notice of the meeting shall not have to be given to the members who are in attendance. Also, any meeting at which a quorum is established may be adjourned to another time and place as determined at that meeting, and no

additional notice as to the time or place of the meeting shall be required, unless there shall be any additional items added to the agenda after adjournment of the first meeting.

Section 12. Place and Time for Meetings of Members. All meetings of members shall be held in Duval County, Florida. The first annual meeting of members shall be held not later than thirteen (13) months following the date of incorporation. Thereafter, all annual meetings of members shall be held within thirty (30) days following the ending date of the fiscal year for this Association, with the time being set by the Board of Directors. Special meetings of the members shall be held at such times as are reasonable under the circumstances.

Section 13. Minutes. This Association shall take and maintain in writing minutes of every meeting of the members. Unless otherwise required by applicable law or regulation, these minutes shall be retained in the official records of the Association for a period of not less than seven (7) years following the date of the meeting.

Section 14. Right of Attendance. All members shall have the right to attend all meetings of the members. All members shall be entitled to exercise their right of free speech at any meeting of the members, subject to the rules of order applicable to the meeting as established by the Board of Directors and subject to the reasonable limitations imposed by the president or presiding officer.

Section 15. Official Who Conducts Meetings. All meetings of the members shall be conducted by the president, or, in his absence, by any other officer or director designated by the Board of Directors.

ARTICLE V DIRECTORS

Section 1. Duties and Powers. The Board of Directors (hereinafter called the "Board") shall have the duty to manage this Association. The Board shall have all powers provided by law in order to perform their duties. This means that the Board of Directors has the exclusive jurisdiction to exercise the rights and to perform the duties granted to and imposed upon the Association by the condominium documents.

Section 2. Number. Initially, this Association shall have three directors. The number may be increased by the members at their discretion. In no event shall there be other than an odd

number of directors.

Section 3. Election of Directors. Directors shall be elected at the annual meeting of the members by the members.

Section 4. Filling of Vacancies. Except for vacancies caused by recall of Board members, which shall be subject to rules in a later provision of these By-Laws, vacancies on the Board occurring between annual meetings of the members shall be filled by the remaining directors. However, vacancies caused by the death, incapacity or resignation of a Developer appointed director shall be filled by the Developer appointing the replacement.

Section 5. Slate. Prior to each annual meeting and as a part of the notice of the annual meeting, the existing Board of Directors shall propose a slate of qualified persons for election to the new Board of Directors, but any unit owner desiring to be a candidate for Board membership may be nominated from the floor at the time of the annual meeting of members.

Section 6. Qualifications. Any person who is not a minor and who is competent to enter into a binding contract shall be entitled to be a member of the Board of Directors whether or not they are a member of this Association.

Section 7. Recall of Board Members. Subject to the provisions of Florida Statutes, Section 718.301 and these By-Laws, any member of the Board may be recalled and removed from office with or without cause by the vote or agreement in writing by a majority of all of the voting interests (one vote per unit). A special meeting of the unit owners to recall a member or members of the Board may be called by ten percent (10%) of the voting interests giving notice of the meeting as required for a meeting of unit owners. The notice shall state the purpose of the meeting. If the recall is approved by a majority of all of the voting interests by a vote at a meeting, the recall will be effective immediately, and the recalled member or members of the Board shall turn over to the Board any and all records of this Association in their possession within seventy-two (72) hours after the meeting. If the proposed recall is by an agreement in writing by a majority of all voting interests the agreement in writing shall be served on this Association by certified mail. The Board shall call a meeting of the Board within seventy-two (72) hours after receipt of the agreement in writing and 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 seventy-two (72) hours any and all records of this

Association in their possession, or, proceed in this manner. If the Board determines not to certify the written agreement to recall a member or members of the Board, or if the recall by vote at a meeting is disputed, the Board shall, within seventy-two (72) hours, file with the Florida Division of Condominiums a Petition for binding arbitration pursuant to the procedures in Florida Statutes, Section 718.1255 (even though this is not a residential condominium). For the purposes of this Section of these By-Laws, the unit owners who voted at the meeting or who executed the agreement in writing shall constitute one party under the Petition for arbitration. If the arbitrator certifies the recall as to any member or members of the Board, the recall will be effective upon service of the final Order of Arbitration upon the Association. If the Association fails to comply with the order of the arbitrator, the Division may take action pursuant to Florida Statutes, Section 718.501. If the Division fails or refuses to take jurisdiction of the binding arbitration, then the binding arbitration shall be held on a private basis in accordance with the procedures for binding arbitration of disputes as set forth in the remedies provisions of the Declaration to which these By-Laws are attached. Any member or members of the Board so recalled shall deliver to the Board any and all records of the Association in their possession within seventy-two (72) hours of the effective date of the recall. Until such time as control of the Association passes from the Developer to the unit owners as required by Florida Statutes, Section 718.301 and these By-Laws, no Developer designated director shall be subject to recall unless approved by the Developer in its sole discretion.

Section 8. Compensation to Directors. No Developer designated director shall be entitled to any compensation or reimbursal of expenses out of the funds of the Association. All other directors shall be entitled to compensation or reimbursal of expenses only as may be provided in a duly adopted budget for this Association.

Section 9. Term of Office. Unless sooner terminated, the term of all members of the Board shall expire upon the election of their successors at the annual meeting of the members. A person may serve for two or more consecutive terms upon the Board.

ARTICLE VI MEETINGS OF BOARD

Section 1. Open to All Unit Owners. Meetings of the Board shall be open to all unit owners.

Section 2. Notice of Meetings to Unit Owners. Adequate notice of all meetings of the Board shall be posted conspicuously on the condominium property at least forty-eight (48) hours in advance, except in an emergency. However, no notice shall be required for the annual meeting immediately following the annual meeting of the members, unless assessments are to be considered at that meeting. Notice of any meeting in which assessments against unit owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

Section 3. Annual Meetings. There shall be two annual meetings of the Board. One shall be immediately following the annual meeting of members, at which the Board shall elect officers for the coming year and conduct such other business as may be appropriate under the circumstances. The other annual meeting shall be held reasonably close to the end of the fiscal year for the Association, at which meeting the Board shall adopt the budget for the coming year. The budgetary meeting shall be subject to the notice requirements contained in Florida Statutes, Section 718.112.

Section 4. Meetings Other Than Annual Meetings. Meetings other than the annual meetings of the Board may be held from time to time as determined by a majority of the directors. "Majority" means any amount more than fifty percent (50%).

Section 5. Notice of Meetings to Directors and Waiver of Notice. In addition to the notice requirements contained in Section 2 of this Article, each director shall be given oral or written notice of a meeting, as may be reasonable under the circumstances. However, any director shall be entitled to waive notice of a meeting in writing before or after the meeting.

Section 6. Quorum. A quorum at a meeting of the Board shall consist of a majority of the Board. "Majority" means any amount more than fifty percent (50%). Once a quorum is established at a meeting of the Board, the quorum shall not be disestablished by the withdrawal of a sufficient number of directors and any action taken thereafter shall be binding notwithstanding the withdrawal.

Section 7. Percentage of Directors Required to Make Decision. Except for the exercise of rule making authority (which shall require the percentages established in the Declaration), any decision of the Board shall require the concurrence of a majority of the entire Board. "Majority" means any number more than fifty percent (50%).

Section 8. Adjourned Meetings. If at any meeting of the Board there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. However, the foregoing rule shall not be used to eliminate the notice requirements to unit owners contained in Section 2 of this Article. If a quorum is established, a meeting may be adjourned to any other time or place without further notice, unless an additional item is to be added to the agenda after the first meeting. Provided that no additional items are added to the agenda, once a quorum is established there shall be no further requirement for notice to unit owners for adjourned meetings.

Section 9. Decision Making Without Meetings. The Board shall be entitled to take action by written agreement without meetings on matters for which there is no express statutory prohibition. However, no action taken by a writing without a meeting shall become effective until after it has been posted conspicuously on condominium property for at least forty-eight hours (48), except in an emergency.

Section 10. Presiding Officer. The president of this Association, or in his absence, any other director or officer designated by the Board, shall preside at all meetings of the Board.

Section 11. Minutes. This Association shall take and maintain in writing minutes of every meeting of the Board in the official books of this Association. Unless otherwise required by applicable law or regulation, these minutes shall be retained for a period of not less than seven (7) years following the date of the meeting.

ARTICLE VII OFFICERS

Section 1. Qualifications. All officers of this Association shall be persons who are members of the Board.

Section 2. Offices. The offices of this Association shall be a president, vice president, treasurer, secretary and any other office deemed to be necessary by the Board. Any person may hold two or more offices, but in all events there shall be at least two persons holding all of the offices.

Section 3. Election. Officers shall be elected by and shall serve at the pleasure of the Board, who may preemptorily

remove any officer at any time.

Section 4. President. The president shall be the chief executive officer of this Association. The president shall have all the duties and powers which are customarily vested in the office of president of a corporation. Also, the president shall be the chairman of the Board.

Section 5. Vice President. The vice president shall perform the duties and exercise the powers of the president in the absence of the president.

Section 6. Secretary. The secretary shall keep the minutes of all of the meetings of the members and the Board. The secretary shall be primarily responsible for giving all required notices of those meetings. The secretary shall keep all the official records of this Association, except the financial records to be maintained by the treasurer, and shall perform all other duties customary to the office of secretary for a corporation. An assistant secretary may be appointed by the Board to perform the duties of the secretary in the absence of the secretary. As well, the Board may, in their discretion, and subject to applicable rules concerning budgets for this Association, employ employees or independent contractors to perform some or all of the duties of the secretary.

Section 7. Treasurer. The treasurer shall have custody of all property of this Association, including funds, securities and evidences of indebtedness. The treasurer shall keep the books of this Association in accordance with good accounting practices. The treasurer shall be primarily responsible for collecting assessments. The treasurer shall have all of the duties and powers customary for a treasurer of a corporation. The board may, in their discretion, and subject to the applicable rules concerning budgetary matters for this Association, employ employees or independent contractors to perform some or all of the duties of the treasurer.

Section 8. Compensation of Officers. Except as otherwise provided in the foregoing sections, no officer shall be entitled to receive a salary or other compensation for their services. In no event shall a designee of the Developer receive any compensation or reimbursal of expenses. All other officers shall be entitled to reimbursal of expenses, subject to the applicable rules concerning budgetary matters for this Association.

Section 9. Supplementary Duties and Powers. The foregoing brief descriptions of the duties and powers of the various officers for this Association shall be supplemented from time to

time by the Board, except that in no event shall the Board delegate to any officer the discretion required by law, contract or custom to be exercised by a member of the Board.

ARTICLE VIII
PROFESSIONAL ADVISORS AND REPRESENTATIVES

Subject to the applicable rules for budgetary matters for this Association, the Board, or any officer upon the prior authorization of the Board, shall be entitled to employ at the expense of this Association professional advisors and representatives for advice in performing the duties and exercising the powers imposed upon the directors and officers of this Association.

ARTICLE IX
FISCAL MANAGEMENT

Section 1. Accounting Year. This Association shall have an accounting year with a June 30th year end.

Section 2. Financial Books and Records. The financial books and records of this Association shall be kept by the treasurer in accordance with accepted accounting practices. The receipts and expenditures of this Association shall be credited and debited to accounts under the following classifications as approved by the Board of Directors. Receipts shall be entered by the amount of the receipt and by the type of account. The types of accounts are to be at least the following:

a) Current Expense. This means anticipated expenses for the coming fiscal year that custom and experience reasonably indicate are expenses occurring on an annual basis. As well, this includes monies necessary to fund the reserves for replacement.

b) Reserves. This Association is required to establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of improvements to the common areas. This fund is to be funded out of current expense. This fund must be maintained and is not discretionary to the Board of Directors.

Section 3. Working Capital. A working capital fund may be required for the initial months of the Association's operation. The Board of Directors of the Association may adopt a special

assessment for the working capital fund. This special assessment shall not be in excess of one-quarter (three months) of the initial assessment.

Section 4. Budgets and Assessments.

a. Board to Adopt Budget. Subject to the limitations provided by Florida Statutes, Chapter 718 and these By-Laws, the Board shall adopt all budgets for this Association.

b. Budget Meetings. The Board shall mail a meeting notice and copies of the proposed annual budget of common expenses to the unit owners not less than fourteen (14) days prior to the meeting at which the budget will be considered. This notice shall include the time and place of the meeting of the Board which will consider the budget. The meeting shall be open to all unit owners. If an adopted budget requires assessments against the unit owners in any fiscal or calendar year which exceed 115% of the assessments for the preceding year, the Board, upon written application of 10 percent (10%) of the voting interests (the one vote per unit rule being applicable) to the Board, shall call a special meeting of the unit owners within thirty (30) days, upon not less than ten (10) days' written notice to each unit owner. At the special meeting unit owners shall consider and enact a budget. At such a special meeting, the adoption of the budget shall require a vote of not less than a majority of all the voting interests (the one vote per unit rule being applicable). "Majority" means any number greater than fifty percent (50%). The Board may propose a budget to the unit owners at a meeting of members or in writing, and if the budget or proposed budget is approved by the unit owners at the meeting or by a majority of all of the voting interests in writing, the budget shall be adopted. If a meeting of the unit owners has been called and a quorum is not attained or a substitute budget is not adopted by the unit owners, the budget adopted by the Board shall go into effect as scheduled. In determining whether assessments exceed 115% of similar assessments in prior years, any authorized provisions for reasonable reserves for repair or replacement of the Association's property, anticipated expenses by this Association which are not anticipated to be incurred on a regular or annual basis, or assessments for betterments to the Association's property shall be excluded from the computation. However, as long as the Developer is in control of the Board of this Association, the Board shall not impose an assessment for any year greater than 115% of the prior fiscal or calendar year's assessment without approval of a majority (meaning any number greater than fifty percent (50%) of all of the voting interests.

c. Annual Budget. The proposed annual budget of common expenses shall be detailed and shall show the amounts budgeted by accounts and expense classifications, including, if applicable, but not limited to, the following: administration of this Association, management fees, maintenance, rent for recreational and other commonly used facilities, taxes for Association property, taxes upon leased areas, insurance, security provisions, other expenses, operating capital, reserves and fees payable to the Division. In addition to these current or annual operating expenses, the annual budget shall include amounts for reserves for replacements. These reserves shall include, but shall not be limited to, roof replacement, building painting and pavement resurfacing. The amount to be reserved shall be computed by means of a formula which is based upon estimated life and estimated replacement cost of each reserve item. The requirement for reserves for replacements shall not be subject to repeal by the Board or the members of this Association, as it is a requirement to enable this project to achieve Federal National Mortgage Association approval.

d. Emergencies and Other Unanticipated Needs. In the event of an emergency or other unanticipated need which requires an increase in any existing budget and assessments, the same rules provided in the foregoing provisions shall apply.

e. Assessments. In order to fund the duly adopted budget, the Board shall have the authority and duty to levy and enforce the collection of general and special assessments. Except to the extent that the Developer may be excused from payment of assessments by Florida Statutes, Chapter 718 and these By-Laws, all assessments shall be personal obligations of all unit owners and shall be enforceable by a lien against each unit and its appurtenances. These obligations shall include interest, Court costs and a reasonable attorneys' fee to the extent permitted by applicable law. Annual assessments shall be collected by this Association on a quarterly or monthly basis, as the Board of Directors may elect. Special assessments shall be collected in the manner specified in the resolution adopting the special assessment. This provision is supplemented and expanded by the Declaration.

f. Transfer Fees. Because this Association does not reserve unto itself any power to approve the sale, mortgage, lease, sublease or other transfer of a unit, there shall be no charge for any transfer fees.

g. Excuse From Payment of Assessments. No unit owner may be excused from the payment of his share of the common expenses unless all unit owners are likewise proportionately

excused from payment, except to the limited extent provided to mortgagees and to the Developer in the Declaration.

Section 5. Depository. The funds of this Association shall be deposited with banks, savings and loan or other financial institutions selected from time to time by the Board. All funds shall be deposited in accounts insured or guaranteed by an agency of the United States of America, as for example the F.D.I.C. Withdrawals of funds shall be only by checks signed by such officers as may be authorized by the Board from time to time. Whether or not these depository accounts shall be interest bearing shall be at the election of the Board.

Section 6. Audits and Tax Returns. The Board shall employ, as a common expense, a Certified Public Accountant or other qualified person or firm independent of the Developer to prepare annual audits of this Association and such tax returns as may be required by applicable Federal, State or local laws or regulations. The audits shall be performed after the end of each fiscal year, and a copy of it shall be furnished to each unit owner as soon as practicable following its receipt from the preparer. Unless required by a majority (any number more than fifty percent 50%) of the voting interests, this audit need not be a certified audit. If requested in writing, all mortgagees shall be entitled to a copy of the audit.

Section 7. Financial Reports. If not included within the audit required by the foregoing section, the Board shall concurrently furnish to the unit owners financial reports on this Association. These annual reports shall contain a complete financial report of actual receipts and expenditures for the previous twelve (12) months. These reports shall show the amounts of receipts by account and receipt classification and shall show the amounts of expenses by account and expense classification, including, if applicable, but not limited to, the following: costs for security, professional and management fees and expenses, taxes, expenses for refuse collection and utility services, expenses for lawn care, costs for building maintenance and repair, insurance costs, administrative and salary expenses, general reserves, maintenance reserves and depreciation reserves.

ARTICLE X INSURANCE

This Association shall procure and maintain as a common expense title, hazard, flood and liability insurance as more particularly required by the Declaration. Also, this Association

8. All current insurance policies of this Association.

9. A current copy of any management agreement, lease or other contract to which this Association is a party or under which this Association or the unit owners have an obligation or responsibility.

10. Bills of Sale or transfer for all property owned by this Association.

11. All accounting records shall be maintained for a period of not less than seven (7) years. The accounting records shall include, but shall not be limited to: accurate, itemized and detailed records of all receipts and expenditures; a current account and monthly, bi-monthly or quarterly statement of the account for each unit designating the name of the unit owner, the due date and amount of each assessment, the amount paid upon the account and the balance due; all audits, reviews, accounting statements and financial records of this Association; all contracts for work to be performed (bids for work to be performed shall also be considered official records and shall be maintained for a period of one (1) year).

12. Voting proxies which shall be maintained for a period of one (1) year from the date of the meeting for which the proxy was given.

13. The official records of this Association shall be maintained in Duval County, Florida.

14. The official records of this Association are open to inspection by any member of this Association, or their authorized representative, at all reasonable times. The right to inspect the records includes the right to make or obtain copies at a reasonable expense (if any) of the members of this Association. The failure to permit inspection of the records of this Association as provided in this section entitles any person prevailing in an enforcement action to recover reasonable attorneys' fees from the person in control of the records who, directly or indirectly, knowingly denied access to the records for inspection. These rights of inspection shall also inure to all mortgagees.

ARTICLE XII PARLIMENTARY RULES

Roberts' Rules of Order (latest edition) shall govern the

those rules are not in conflict with the Declaration, the Articles of Incorporation and these By-Laws. However, the Board shall have the power to alter or supplement those rules, or to create new rules in the absence of such rules, so long as such revisions by the Board are not in direct conflict with the Declaration, the Articles of Incorporation and these By-Laws.

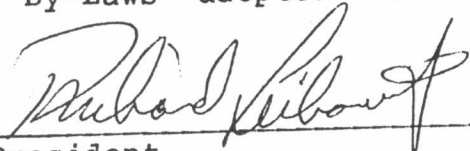
ARTICLE XIII
RULE MAKING AUTHORITY

This Association through its Board of Directors shall have the power to adopt, modify and repeal reasonable rules and regulations for the operation of the common elements and the conduct of human beings and animals throughout the Association's property. This power is also created and reserved and more fully defined in the Declaration.

ARTICLE XIV
AMENDMENT AND REPEAL OF THESE BY-LAWS

These By-Laws may be amended and repealed only in the manner provided in the Declaration for amendment and termination of the Declaration.

The President of this Association has executed this last page of these By-Laws in order to evidence that this instrument commemorates the initial set of By-Laws adopted for this Association by the Developer.



President

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88-105383
FILED IN PUBLIC
RECORDS OF DUVAL COUNTY, FLA.
HENRY W. COOK
CLERK OF CIRCUIT COURT