

IMPERIAL SOUTHGATE VILLAS CONDOMINIUM ASSOCIATION SECTION II INC
P.O. BOX 5444, Lakeland, Florida, 33807-5444

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FORM CFT. REG. PAGE

BY-LAWS INCORPORATING ALL AMENMENTS

The undersigned, Alexander Christie, secretary of Imperial Southgate Villas Condominium Association Section II, Inc. hereby certifies that by a unanimous vote of members present at the duly constituted annual meeting on February 10, 1987 the attached By-Laws were adopted being the original By-Laws recorded in official Records Book 1404, Page 938 et seq., public records of Polk County, Florida, condensed and with incorporation of amendments made subsequent to adoption of the original By-Laws and being in effect an amendment of the total By-Laws.

Imperial Southgate Villas
Condominium Association Section II, Inc
by

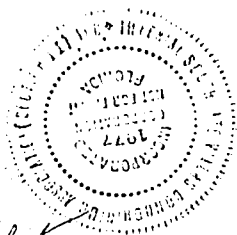
Alexander Christie
Alexander Christie, Secretary

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Rev. Alexander Christie
Imperial Southgate Villas #34
Lakeland, FL 33803

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Attest:
by Alexander Christie
secretary

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that this day, before me, an officer duly authorized and qualified to take acknowledgements, personally appeared before me Alexander Christie, secretary of Imperial Southgate Villas Condominium Association Section II, Inc, to me well known to be the person described in and who executed the foregoing document setting forth the Association's By-Laws incorporating amendments made since the adoption of the original By-Laws, and acknowledged before me that he executed same freely and for the purpose therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 15 day of April, 1988.

Myrtle A. Pisan
Notary Public, State of Florida

My Commission Expires 07/01/1988
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES 07/01/1988
BONDED THROUGH MONROE-ASTON, INC.

BY-LAWS

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ARTICLE I. IDENTIFICATION

SECTION 1. NAME: The name of the Corporation shall be Imperial Southgate Villas Condominium Association (Section II), Inc. The Corporation shall be referred to in this instrument as "The Association".

SECTION 2. PURPOSE: The purpose of the Association is to allow a number of individuals to live congenially in a non-profit environment of like domiciles organized in Polk County under the Statutes of the State of Florida, Chapters 718, 607 and 617, where applicable.

SECTION 3. PRINCIPAL OFFICE: The residence of the President of the Board is officially the Principal Office of the Association; however, the Board may designate any other suitable location in Lakeland for this purpose as any time.

ARTICLE II. MEMBERSHIP

Legal ownership of a Section II Villa unit, whether individual or joint, automatically confers membership in the Association. However, voting rights are restricted to one vote per unit. Co-owners may each vote fractionally or may join with other co-owners to vote jointly by proxy. Rights of membership may not be transferred or assigned without transfer of title

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS: An annual meeting will convene during February of each year to elect Directors and Alternates and to transact other business requiring membership approval. Should this meeting not be held as scheduled and Directors are therefore not elected, a special meeting will be scheduled as soon as possible.

SECTION 2. SPECIAL MEETINGS may be called at any convenient time by the President, by the Board, or upon request of not less than one-third (1/3) of the unit owners.

SECTION 3. PLACES OF MEETINGS: The Board is empowered to arrange for an annual meeting at any convenient place in Lakeland, Florida. Small meetings not otherwise specifically located may, at the decision of the President, meet at the Principal Office.

SECTION 4. NOTICE OF MEETING: A printed notice, stating the time and place of the meeting, shall be delivered or sent by certified mail to each owner not less than fourteen (14) nor more than fifty (50) days before the meeting, by the President, the Secretary or by any other group authorized to call such a meeting. The purpose of the meeting shall be stated in the notice.

SECTION 5. INFORMAL ACTION BY MEMBERS: Any action legally possible at any meeting of the membership may be taken without a meeting if written approval thereon is received from a majority of the members entitled to vote on the issue involved.

SECTION 6. QUORUM: Whenever a majority of the members of the Association, or the Board of Directors, is present at any scheduled meeting, a quorum exists. Any such quorum may take any action possible to the total membership except when two-thirds of the membership is required by the Declaration of Condominium or the Certificate of Incorporation. When no quorum is present, the meeting will adjourn.

SECTION 7. PROXIES: Any member may vote by written proxy or by voice vote of his appointed agent. Normally, proxies shall be valid only for a single occasion, but may remain valid for a longer specified period clearly indicated thereon and if filed with the Secretary.

SECTION 8. ORDER OF BUSINESS: Insofar as practicable, the order of business at the annual meeting, and at all other meetings, shall be:

- a. Rollcall and Certification of Proxies.
- b. Proof of Notice of Meeting or Waiver of Note.
- c. Reading and Disposal of Unapproved Minutes.
- d. Reports of Officers.
- e. Reports of Committees
- f. Election of Directors and Alternates
- g. Unfinished business.
- h. New Business.
- i. Adjournment.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS: The Board of Directors shall manage all Association affairs. The majority of the Board members must be members of the Association.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS:

a. **Number:** The members at each annual meeting shall determine the number of Directors and Alternates required for the following year; however this number must assure a total of not less than five (5) Directors and three (3) Alternates. In order to assure maximum continuity of experienced Directors, all elections will be for two-year staggered terms.

b. **Alternates:** The President, with the concurrence of the Board, is authorized to assign any of the three elected Alternates to a permanently vacated Directorship. Alternates may also be named to a temporary Directorship during the absence of an elected Director. They may also be posted to standing Board committees, but not as chairmen. They may be assigned as either chairman or members of any temporary committee appointed. (See Section 9, Vacancies, below.)

c. **Removal:** A Director appointed by the Board may, by a majority vote of the Board, be removed for just and sufficient cause. At a meeting of the Association, a majority of the members may remove a Director for just and sufficient cause. However, any removal shall be without prejudice to the contractual rights of any of the Officers removed.

SECTION 3. REGULAR MEETINGS OF THE BOARD: The Board will convene immediately after the meeting of the Association without additional notice to elect its officers, transact other business necessary to organization, including the schedule of the next meeting and perhaps a calendar of subsequent meetings.

SECTION 4. SPECIAL BOARD MEETINGS: The President or any two Directors are empowered to call a special meeting at any convenient time and location within Lakeland, Florida.

SECTION 5. NOTICE: Written or printed notice of special meetings of the Board will be delivered by hand or mailed no less than ten (10) days in advance, but in event of emergency, this time requirement may be waived, and the telephone may be used in lieu of written notice. Unless specifically required by law, the purpose of a special meeting of the Board need not be specified on the notice.

SECTION 6. ELECTION OF DIRECTORS AND ALTERNATES: Procedures for the election of Directors and Alternates shall be as follows:

(a). A **Nominating Committee** of not less than five (5) members will be appointed by the Board not less than sixty (60) days before an annual meeting. The Committee must nominate at least one person for each projected vacancy on the terminating Board, but may recruit as many additional candidates as it can find willing to serve. Incumbent Directors may be invited to seek additional terms, but no Director

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shall serve more than six consecutive years on the Board. The Nominating Committee will formally publish its Candidate List to the members not less than ten days before the scheduled annual meeting. Later nominations obtained by the Committee will be offered from the floor of the meeting by the Committee Chairman. Other nominations may be freely made from the floor by any member provided that the nominee is willing to serve if elected.

(b). Election Methods: Elections in all cases involving multiple candidates shall be won by a plurality of the votes cast. Confirmation to office in behalf of a single candidate for a single position, may be made by a voice vote. Cumulative voting, i.e., giving all ones votes to a single candidate, is not permitted.

(c). Filling of Vacancies: (See Article IV, Section 2, Sub-Section (b), above.)

SECTION 7. QUORUM: (See Article III-5, Above)

SECTION 8. MANNER OF ACTION: (See Article III, Section 5, above.)

SECTION 9. VACANCIES: Permanent vacancies on the Board by reason of death, disability, resignation or removal, shall be filled by Directorate appointment of an Alternate to the vacated position for the balance of his predecessor's term. Alternates will also be assigned temporary Directorships as substitutes for Directors unexpectedly absent for periods in excess of thirty days, or from a slated Board meeting. When serving temporarily as Directors, Alternates shall have the same rights and responsibilities as the Director replaced. Alternates relieved of such duties shall revert to their Alternate status for the balance of their terms. If no Alternate is available for substitute duty, the Board is authorized to elect a new Director to serve until the next annual meeting.

SECTION 10. COMPENSATION: Directors shall not be compensated for their duties on the Board, but they may serve the Board for pay in any other capacity.

ARTICLE V. OFFICERS OF THE BOARD

SECTION 1. REQUIRED OFFICERS: Officers of the Association shall include a President, Vice-President, Secretary and Treasurer. Additional officers may be created in accordance with this Article as required. Such officers will be given all the authority necessary to perform their assigned duties. Any Director may hold two or more offices except the President.

SECTION 2. ELECTION AND TENURE: New Officers may be created and filled at any Board meeting. Newly named officers shall hold office until their successors are elected and installed.

SECTION 3. REMOVAL: (See article IV, Sect. 2-c.)

SECTION 4. VACANCIES: (See Article IV, Section 9.)

SECTION 5. PRESIDENT: The President shall be the chief executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Association and the Board of Directors and shall execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-laws or by statute. The President shall perform all duties incident to the office of the President, including the appointment of all Committees (but subject to Board confirmation,) and any other duties prescribed by the Board of Directors.

SECTION 6. VICE PRESIDENT: In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. A Vice President shall perform such other duties, from time to time, as may be assigned by the President or the Board of Directors.

SECTION 7. SECRETARY: The Secretary shall record and keep the minutes of all actions taken by the Association and the Board of Directors. These minutes shall be kept in legible form in suitable books, and shall be available for examination at all times. The Secretary shall keep a register of the Post Office

address of each member of the Association, as furnished by the members. The Secretary shall assure that required notices are duly given to members of the Association in accordance with the By-Laws, or as required on behalf of the Association. The Secretary shall have all documents authorized in accordance with the By-Laws attested under the seal of the Association. The Secretary shall perform any other duties assigned by the President or the Board.

SECTION 8. TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. The Treasurer or the Assistant Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatever, and shall deposit all such monies in the name of the Association in such banks, trust companies, or other depositories, as shall be selected in accordance with the By-laws, (Article VII). The Treasurer shall give bond for the faithful discharge of all duties in such sum and with such surety as the Board shall determine. The Treasurer shall pay all bills when due that have been commonly recognized and/or properly authorized by the Board. The Treasurer shall perform any other duties including proper book-keeping, that are appropriate to the office, and any duties that may be assigned by the President or the Board.

SECTION 9. ASSISTANT SECRETARIES AND TREASURERS: Such assistants shall perform those duties assigned by the Secretary or the Treasurer under Board jurisdiction.

SECTION 10. COMPENSATION: (See Article IV, 10.)

ARTICLE VI. COMMITTEES

SECTION 1. STANDING COMMITTEES: The three Standing Committees of the Board are EXECUTIVE, MAINTENANCE, and PUBLIC RELATIONS. The Board may create other committees, either administrative or task-oriented, as required, with authority delegated by the Board. These committees shall be accountable to the Board and to the Standing Committee under which they operate and thus back to the Board. The one exception is the Planning and Review Committee, as defined in Section 2, just below.

SECTION 2. PLANNING AND REVIEW COMMITTEE: This Committee will be comprised of persons not on the Directorial Board. They have special stature because their reports and recommendations to the Board must be recorded in the minutes, even when not acted on.

SECTION 3. TENURE: Directors on Standing Committees will serve until their term of office expires or the Board re-organizes the Committee for some reason. Members of task-oriented committees will serve until the task is completed or the committee is dismissed. Individual members of any committee may be relieved of responsibility for pertinent reason by the appointing authority. Committee appointments will usually be made by the President with Board confirmation, but he may delegate his appointing powers to the Chairman of any committee whose duties require such authority.

SECTION 4. CHAIRMANSHIP: One member of each committee will be appointed Chairman thereof.

SECTION 5. VACANCIES: Committee vacancies may be filled in the same manner provided for the original appointments.

SECTION 6. QUORUM: (See Article III-5, above.)

SECTION 7. RULES: Each Committee shall adopt its own rules but they must be consistent with the By-laws and applicable Board rulings.

SECTION 8. DUTIES OF STANDING COMMITTEES:

(a) The Executive Committee, consisting of the President, Vice-President, Secretary, and Treasurer, will take responsibility for finance, insurance, legal matters and liaison with the City of Lakeland. Any or all of these areas of concern may be delegated. The Executive Committee will listen to and record any written report submitted by the Planning and Review Committee. (See Sub-Section d, below.)

(b) The Maintenance Committee, organized under a general chairman into two Sections, BUILDINGS, and GROUNDS. Each Section may have its own sub-committee

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structure. The Section on Buildings deals with repair or replacement of roofs and walls and the appearance of carport and patio areas. The GROUNDS Section will deal with lawn care, trees, shrubbery, roads and other commn element areas.

(c) The Public Relations Committee will have the Secretary as its Chairman and will have sub-committees as needed to provide the Residential changes (sales and rentals control), the promotion of Recreational and Social Activities and the advancement of intersectoral relationships. It will also publish the Section's periodic bulletin (VILLADVISOR).

(d) Planning and Review Committee will consist of three Villas owners not on the Board. They will be appointed by the President and will operate primarily through coordination with the Executive and Public Relations committees. This committee continuously monitors all Association affairs, especially those with a public concern. When worthwhile, studies will be initiated and submitted to the Board.

ARTICLE VII. CONTRACTS, CHECKS DEPOSITS AND FUNDS

SECTION 1. CONTRACTS: The Board may appoint legally eligible Directors or other specific agents to enter into contracts priorly approved by it for the purpose of making them binding upon the Association.

SECTION 2. CHECKS, DRAFTS, ETC: Payment of Board-approved obligations of the Association will be made by checks signed by at least two of the Executive Committee. When necessary, other Directors may be delegated to this task.

SECTION 3. DEPOSITS: The Board shall select appropriate banks and other depositories in which to open and maintain accounts, formally identifying them by name and account number, and naming an authorized custodian therefor.

SECTION 4. GIFTS: The Board may accept or reject any contribution of any nature from anyone to the Association for any specific or general purpose.

ARTICLE VII. CERTIFICATE OF MEMBERSHIP

Although authorized to issue such certificates, the Board has not done so in the belief that documents issued by civil government are adequate evidence of ownership.

ARTICLE IX. BOOKS AND RECORDS

The Association will maintain complete and accurate financial records by the best accounting and filing systems. Minutes of membership meetings, or Directors, and of the Standing Committees, will be efficiently maintained. Such records will be kept at a registered office or in the same secure place as the names and addresses of the members. All Association

records are subject to inspection by any member or his agent at any reasonable time for any reasonable purpose. The Association will submit written summaries of its financial accounts to the members at least once annually.

ARTICLE X. FISCAL YEAR

The fiscal year shall run from the first day of January through the last day of December of each year.

ARTICLE XI. DUES, FEES, CHARGES, ASSESSMENTS

SECTION 1. DUES AND ASSESSMENTS: The Board shall determine all dues, fees, charges or assessments to be paid by members. These will be sufficient in amount to enable the Association to provide the facilities and services for which it is responsible. Such determinations are on a non-profit basis and no unit shall bear more than a pro-rata share of Association costs. Unit members will be furnished with written notices of any Board meeting at which budget matters or assessments are to be considered. It will send out the usual notices of membership meetings convened to consider such matters not less than thirty (30) days prior to such meeting.

SECTION 2. SERVICES: The Directors are legally required at the present time to provide the membership with the facilities and services listed below: (a) Maintain the Association's common elements, including lawns, grounds, roads and walkways; (b) Maintain the roofs and outer walls of all units, including storage rooms and carports; (c) By liaison with the City of Lakeland, provide garbage and trash removal; (d) Furnish fire- and extended-insurance insurance to protect the full value of basic units and common elements; (e) Provide all essential management; (f) Pay dues when, and if, due the Villas Club; (g) Provide two cablevision extensions to each unit; (h) By liaison with the City of Lakeland, provide water and sewer service; and (i) Assure the adequacy of the City's attention to street lighting and public fire protection, requesting service when needed.

SECTION 3. DEFAULT: When any member shall default on any monies due from him to the Association, he shall become liable to collection under the Condominium Act of the State of Florida and for all collection costs, including a reasonable attorney fee.

ARTICLE XII. SEAL

The Board will maintain an Association seal in circular form inscribed "corporate seal".

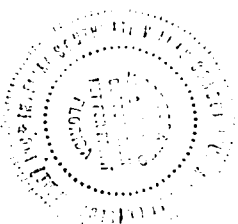
ARTICLE XII. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed by a two-thirds vote of members present at an annual or special meeting called for the purpose, announced fifteen days in advance, and new By-Laws may be installed by the same vote/

FOR THE BOARD OF DIRECTORS

John R. Waser
 JOHN R. WASER, PRESIDENT
 November 12 1986

AMENDMENTS



FILED, RECORDED AND
 RECORD VERIFIED
 E. D. "Bud" DIXON, Clk. Cir. Ct.
 POLK COUNTY, FLA.
 BY *mdo* D.D.