

Exhibit "D"



OR Bk 6337 Pg 4452  
Orange Co FL 2001-0397787

**BYLAWS  
OF  
BELMERE HOMEOWNERS' ASSOCIATION, INC.**

These Bylaws constitute the code of rules adopted by the Belmere Homeowners' Association, Inc. for the regulation and management of its affairs.

**SECTION I  
DEFINITIONS**

As used in these Bylaws, the following terms shall be construed to mean:

1.1 "Association" means and refers to the corporate entity organized by the Articles of Incorporation of this corporation and known as the Belmere Homeowners' Association, Inc.

1.2 "Class A Membership" means and refers to the same term as defined in the Declaration.


1.3 "Class B Membership" means and refers to the same term as defined in the Declaration.

1.4 "Declarant" means and refers to the same term as defined in the Declaration.

1.5 "Declaration" means and refers to the Declaration of Conditions, Covenants, Easements and Restrictions for Belmere which was or will be recorded among the Public Records of Orange County, Florida.

1.6 "Entitled to Vote" means and refers to that Lot Owner who shall cast a vote for a Lot at an Association meeting. If more than one person or legal entity shall own any Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled to Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein to the contrary, all Lot Owners whether Entitled to Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be Entitled to Vote for purposes hereof, unless and until any of said parties obtain or receive fee simple title to such Lot.

1.7 "Lot" means and refers to those plots of land to be shown upon the recorded Plat and such additions thereto as may hereafter be brought within the jurisdiction of the Association.



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1.8 "Member" means and refers to all those Owners who are Members of the Association as provided in the Articles of Incorporation of the Association.

1.9 "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon the Properties.

1.10 "Person" means and refers to any individual or legal entity.

1.11 "Plat" means and refers to that Plats of Belmere Village G2 and Belmere Village G3, which have been or will be recorded in the Public Records of Orange County, Florida and such additional plats of real property recorded in the Public Records of Orange County, Florida which may hereafter be brought within the jurisdiction of the Association.

1.12 "Properties" means and refers to the same term as defined in the Declaration.

1.13 "Residences" means and refers to the same term as defined][ in the Declaration.

Any other capitalized terms not specifically defined herein shall have the same meaning as set forth in the Declaration.

## SECTION II CORPORATE OFFICE

2.1 Name and Location. The name of the corporation is the Belmere Homeowners' Association, Inc. The principal office of the corporation may be changed by the Board of Directors at any time, and 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.

## SECTION III MEETING OF MEMBERS

3.1 Annual Meetings. The first annual meeting of the Members shall be held on a date and at a time to be determined by the Board of Directors, during the calendar month which falls one (1) year after the date the Articles of Incorporation of the Association are filed with the Secretary of State, State of Florida. Subsequent annual meetings shall be held during the same calendar month in subsequent years, on a date and at a time to be determined by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be called at any time by the president or the Board of Directors, or upon written request of the Members Entitled to Vote at least one-fourth (1/4) of all votes of the Class A Membership.

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3.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by the secretary, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member Entitled to Vote at the last address appearing on the books of the Association, or supplied by such Member to 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.

3.4 Quorum. The presence, physically or by proxy, at the meeting of one-third (1/3) of the Members Entitled to Vote shall constitute a quorum for any action, except as otherwise provided: (1) in the Articles of Incorporation or (2) in the Declaration. If, however, such quorum shall not be present or represented at any meeting, the Members Entitled to Vote shall have the 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.

3.5 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies must be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### SECTION IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

4.1 Number. This Association will be managed by the three (3) initial Persons serving on the Board of Directors. The number of directors may be changed by resolution adopted by the Board of Directors; provided, however, that the number of directors shall not be decreased to less than three (3). The affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association, if they represent Class B Members.

4.2 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, incapacity, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

4.4 Action Taken Without a Meeting. The Board of 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 all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

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## SECTION V NOMINATION AND ELECTION OF DIRECTORS

5.1 Nomination. At the annual meeting, any Member may nominate a Person to serve on the Board of Directors.

5.2 Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## SECTION VI MEETINGS OF DIRECTORS

6.1 Regular Meetings. The annual meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the Members at the same place as may be fixed for the annual meeting of the Members.

6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days' written notice to each director at his address as shown upon the records of the Association.

6.3 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.

## SECTION VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 Powers. The Board of Directors shall have the power to:

A. assess a Lot Owner for improvement, maintenance and repairs upon the Lot Owner's Lot as provided in the Declaration;

B. suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association or take such other action or actions against any member as may be provided in the Declaration for any violation of any of the terms thereof, the Articles of Incorporation or these By-Laws.

C. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of the Bylaws, the Articles of Incorporation, or the Declaration;

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D. 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 meetings of the Board of Directors;

E. place a lien on a Lot for nonpayment of an assessment, as provided in the Declaration; and

F. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

7.2 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 statements thereof to the Members at: 1) the annual meeting of the Members, or 2) any special meeting of the Members when such statement is requested in writing by one-fourth (1/4) of the Class A Members Entitled to Vote;

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

C. as more fully provided in the Declaration, to:

(i) fix the amount of any assessment against each Lot as provided in the Declaration;

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the payment due date; and

(iii) foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same; and

(iv) take other actions required by the Declaration.

D. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

E. procure and maintain adequate liability and hazard insurance on any property owned by the Association;

F. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

G. cause the Common Area to be maintained in the manner set forth in the Declaration.

## SECTION VIII OFFICERS AND THEIR DUTIES

8.1 Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be directors of the Association, a secretary, and a treasurer.

8.2 Election of Officers. The election of officers shall take place at the meeting of the Board of Directors immediately following each annual meeting of the Members.

8.3 Term. The officers of this Association shall be elected annually by the Board, and each officer shall hold office for one (1) year, unless he shall sooner resign, be removed, or otherwise disqualified to serve.

8.4 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 president 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.

8.5 Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

8.6 Multiple Offices. No officer shall simultaneously hold more than two (2) offices. Further, the President and Treasurer shall not be the same person.

8.7 Duties. The duties of the officers are as follows:

### President

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of carried out; shall sign all legal documents; and co-sign all checks and promissory notes.



### Vice-President

The vice-president shall act in the place and stead of the president 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

The secretary shall 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 the meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; and shall perform such other duties as required by the Board.

### Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget, including a statement of income and expenditures to be presented to the membership at its regular annual meeting.

## SECTION IX COMMITTEES

In addition, the Board of Directors shall appoint such committees as it deems appropriate in carrying out its purpose and that of the corporation.

## SECTION 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 Declaration, the Articles of Incorporation and the Bylaws 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.

## SECTION XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "BELMERE HOMEOWNERS' ASSOCIATION, INC.", the words "Florida" and "Not-For-Profit Corporation", and the year of incorporation.

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SECTION XII  
MISCELLANEOUS

Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

SECTION XIII  
AMENDMENTS AND ADMINISTRATIVE PROVISIONS

13.1 Amendment of the Bylaws. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members who are present in person or by proxy; provided, however, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.

13.2 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

13.3 Construction in Accordance with Law. These Bylaws will be construed in accordance with the laws of the State of Florida.

13.4 Headings. The headings used for each Article and Section in these Bylaws are used for administrative purposes only and do not constitute substantive matter to be considered in construing the terms of these Bylaws.

13.5 Number and Gender. Wherever the context shall so require, all words in any gender will be deemed to include the all genders. All words in the singular will include the plural, and all words in the plural will include the singular.

13.6 Severability. In case any one or more of the provisions contained in these Bylaws shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision thereof, and these Bylaws shall be construed, as if such invalid, illegal, or unenforceable provision had never been contained herein.

IN WITNESS WHEREOF, we hereby certify, that the foregoing Bylaws of the Belmere Homeowners' Association, Inc., were duly adopted by the Board of Directors of said corporation dated as of the 30<sup>th</sup> day of May, 2001.





BELMERE HOMEOWNERS'  
ASSOCIATION, INC., a Florida  
not-for-profit corporation

By: *Sean Froelich*  
Sean Froelich, President

ATTEST: *Steve Gavulic*  
Steve Gavulic, Secretary



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JOINDER AND CONSENT TO DECLARATION

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Morrison Homes, Inc., a Delaware corporation (hereinafter referred to as "Morrison") is the grantee of that certain Special Warranty Deed executed by Park Square Enterprises, Inc., a Florida corporation (hereinafter referred to as "Park Square") to Morrison dated May 31, 2001 and recorded June 1, 2001 in Official Records Book 6270, Page 3915 of the Public Records of Orange County, Florida, pursuant to which Morrison acquired certain real property located in Orange County, Florida, more particularly described therein (hereinafter referred to as the "Real Property"); and

WHEREAS, the Real Property has been platted of record as part of Belmere Village G3, according to the Plat thereof as recorded in Plat Book \_\_\_\_\_, Page \_\_\_\_\_ of the Public Records of Orange County, Florida (hereinafter referred to as the "Plat"); and

WHEREAS, the Real Property is also subject to that certain Declaration of Conditions, Covenants, Easements and Restrictions for Belmere dated \_\_\_\_\_, 2001 and recorded \_\_\_\_\_, 2001 in Official Records Book \_\_\_\_\_, Page \_\_\_\_\_ of the Public Records of Orange County, Florida (hereinafter referred to as the "Declaration"); and

WHEREAS, Park Square has requested that Morrison join in and consent to the Declaration and all of the conditions, covenants, easements and restrictions set forth therein.

NOW THEREFORE, in consideration of the premises hereof and of other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Morrison hereby joins in and consents to the Declaration, and agrees that the Real Property shall be subject to the terms and provisions of the Declaration and all of the conditions, covenants, easements and restrictions set forth therein.

IN WITNESS WHEREOF, Morrison has executed this Joinder and Consent in manner and form sufficient to bind it as of this 21st day of August, 2001.

Signed, sealed and delivered  
in the presence of:

Marek Bakun  
Name: Marek Bakun

Joel Huey  
Name: Joel Huey

Morrison Homes, Inc.,  
a Delaware corporation  
By: [Signature]  
Name: Steven A. Parker  
Title: Sr. Vice President

(Corporate Seal)

Address:  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

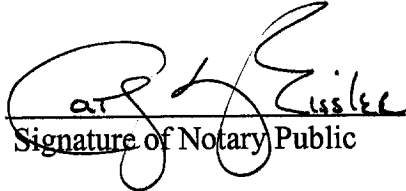




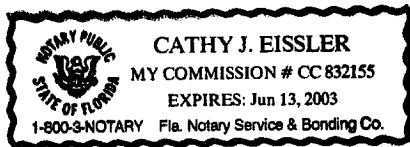
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 2001 by STEVEN A. PARKER, as Sr. Vice President of Morrison Homes, Inc., a Delaware corporation, on behalf of the corporation. He/she is personally known to me or has produced N/A as identification.

(NOTARY SEAL)

  
\_\_\_\_\_  
Signature of Notary Public

CATHY J. EISSLER  
\_\_\_\_\_  
Typed or Printed Name of Notary  
Commission No.: CC 832155  
My Commission Expires: 6/13/03



SUBORDINATION OF MORTGAGE TO DECLARATION

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, BANK OF AMERICA, N.A., a national banking association (hereinafter referred to as the "Mortgagee"), is the owner and holder of various Mortgages executed by PARK SQUARE ENTERPRISES, INC. (hereinafter referred to as "Mortgagor") to and in favor of Mortgagee, being the subject of and being more particularly described in that certain Mortgage Spreader Agreement executed by Mortgagor to and in favor of Mortgagee dated May 15, 2000 and recorded on May 18, 2000 in Official Records Book 6005, Page 1744 of the Public Records of Orange County, Florida, as amended or corrected (hereinafter collectively referred to as the "Mortgage"), which Mortgage encumbers certain real property located in Orange County, Florida, including the property more particularly described in the within and foregoing Declaration as the "Property or Properties"); and

WHEREAS, Mortgagor has requested Mortgagee to consent to the Declaration for the purpose of subordinating the lien and encumbrance of the Mortgage to the Declaration;

NOW THEREFORE, in consideration of the premises hereof and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Mortgagee hereby states and declares as follows:

1. That Mortgagee hereby consents to the Declaration.
2. That Mortgagee hereby subordinates the lien and encumbrance of the Mortgage to the Declaration, and agrees that the Declaration shall survive any foreclosure of the Mortgage.

IN WITNESS WHEREOF, Mortgagee has caused these presents to be executed in manner and form sufficient to bind it as of the date of the Declaration.

Signed, sealed and delivered  
in the presence of:

BANK OF AMERICA, N.A., a national  
banking association

Karen A. Palmer  
Name: Karen A. Palmer

By: Angelika Meredith  
Name: Angelika Meredith  
Its: Senior Vice President

Brenda J. Kasten  
Name: Brenda J. Kasten

(CORPORATE SEAL)

Address:  
750 S. Orlando Avenue, Suite 101  
Winter Park, FL 32789-4895



STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 2001 by Angelika Meredith, as Senior Vice President of BANK OF AMERICA, N.A., a national banking association, on behalf of the association. He (She) is personally known to me or has produced n/a as identification.

(NOTARY SEAL)

Karen A. Palmer  
Signature of Notary Public

Karen A. Palmer  
Typed or Printed Name of Notary  
Notary Public - State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

