

BYLAWS

OF

OLD MILL RUN HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of the not-for-profit corporation is OLD MILL RUN HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The initial principal office of the Association shall be located at \_\_\_\_\_, in the City of \_\_\_\_\_, County of Lake, State of Florida. Meetings of Members and Directors may be held at such places within the County of Lake as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to OLD MILL RUN HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property, more specifically described as:

The West 1/3 of the Southwest 1/4 of Section 3, and the West 1/2 of the East 2/3 of the Southwest 1/4 of Section 3, Township 20 South, Range 26 East, Lake County, Florida, also described as:

Begin at the Southwest Corner of said Section 3, run thence South 89 57'02" East along the South line of the Southwest 1/4 of said Section 3, a distance of 1774.33 feet to a point on the East line of the West 1/2 of the East 2/3 of the Southwest 1/4 of said Section 3, thence North 0 00'30" East along said East line of the West 1/2 of the East 2/3 of the Southwest 1/4 of Section 3 a distance of 2665.65 feet to a point on the North line of the said Southwest 1/4 of Section 3, thence South 89 46'55" West along said North line of the Southwest 1/4 of Section 3 a distance a distance of 1774.89 feet to the Northwest Corner of said Southwest 1/4, thence South along the West line of the said Southwest 1/4 of Section 3 a distance of 2657.36 feet to the point of beginning.

and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned either by the Association or any governmental agency for the common use, benefit, welfare, and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat, except the Common Area, together with all improvements thereon.

Section 5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding any other party holding the fee simple title thereto merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Restrictions for Old Mill Run as recorded in Official Records Book \_\_\_\_\_, Page \_\_\_\_\_, Public Records of Lake County, Florida, and all amendments thereto now or hereafter recorded in said records.

Section 7. "Member" shall mean and refer to every Owner. Every Owner shall be entitled and required to be a Member of the Association. If title to a Lot is held by more than one person, each of such persons shall be Members. An Owner of more than one Lot shall be entitled to one membership for each Lot owned by him. Each such membership shall be appurtenant to the Lot upon which it is based and shall be transferred automatically by conveyance of that Lot. No persons or entity other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except in connection with the transfer of title to a Lot, except that a contract seller may assign his membership and voting rights to his vendee in possession.

### ARTICLE III

#### Membership and Voting Rights

The Association shall have one class of voting membership, comprised of all members of the Association. When more than one person holds an interest in any lot, all such persons shall be members. However, the vote for any such lot shall be exercised as the owners thereof determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. There shall be no split vote. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

## ARTICLE IV

### Meeting of Members

Section 1. Annual Meetings. The annual meeting of the Members shall be held on such date and at such time and place as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary. All notices shall specify, the place, day and hour of the meeting, and, in the case of special meetings, the purpose thereof. Notice of any meeting may be waived in writing at any time before, at or after such meeting. Unless otherwise expressly required by the Declaration or the Articles of Incorporation of this Association, notice of all other meetings shall be given at least fifteen (15) days in advance to each Member; and, unless a Member has requested the Secretary in writing that notice be given such Member by mail and furnished the Secretary with the address to which such notice is to be mailed, any notice required by these Bylaws, the Declaration or the Articles of Incorporation of this Association may, in the discretion of the person giving the same, be given by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association, or delivering the same to the Member personally. Delivery of notice pursuant to this subparagraph to any co-Owner of a Lot shall be effective upon all such co-Owners of such Lot, unless a co-Owner has requested the Secretary in writing that notice be given such co-Owner and furnished the Secretary with the address to which such notice may be delivered by mail. In the event of an irregularity in the manner of giving notice, notice of any meeting may be waived in writing at any time before, at, or after such meeting, provided such waiver is signed by all persons adversely affected by the irregular notice.

Section 4. Quorum. The presence, in person or by proxy, at the meeting of Members entitled to cast one-third (1/3) of the votes shall constitute a quorum (a quorum being 24, except as provided in the Articles of Incorporation where a majority vote is 39 lotowners) for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. 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 commencement of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Determination of Membership. For the purposes of determining the persons entitled to notice under any provision of these Bylaws, the Articles of Incorporation of this Association, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be shown on the books of the Association as of a date set by the Board of Directors, which date shall be not more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the thirtieth (30th) consecutive calendar day prior to the date of such notice or of such meeting.

## ARTICLE V

### Board of Directors, Selection, Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than five (5) Directors who must be Members of the Association. The Directors are hereby divided into three (3) classes: Class A, Class B and Class C. The initial Board of Directors shall be five (5) in number, two (2) Class A members, two (2) Class B members, and one (1) Class C member. At all times, the members of the Board of Directors shall consist of an odd number and shall be divided into three (3) classes: Class A, Class B and Class C.

Section 2. Term of Office. The term of office of the initial Class A Directors shall expire at the annual meeting next ensuing. The term of office of the initial Class B Directors shall expire one year thereafter. The term of office of the initial Class C Director shall expire two (2) years after the expiration of the term of the Class A Directors. At each succeeding annual election, the Director elected shall be chosen for a full term of three (3) years to succeed the one whose term expires. A Director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed or otherwise disqualified to serve.

Section 3. 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 or removal of

a Director, his successor shall be selected by the remaining members of the Board at the next Board meeting, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns, or is removed or otherwise disqualified to serve.

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.

## ARTICLE VI

### 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 from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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. Such nominations may be made from among Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in 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.

## ARTICLE VII

### Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. If either the time, date, or place of the regularly scheduled monthly meeting of the Board of Directors, the Board of Directors shall post notice of that change in the Clubhouse.

Section 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 Directors, after not less than three (3) days notice to each Director. Such notice may be waived in writing at any time before, at or after the meeting.

Section 3. Open Meeting. All meetings of the Board of Directors shall be open to the general membership.

Section 4. 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 5. Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board, is filed in the minutes of the proceedings of the Board prior to the taking of such action. Members of the Board of Directors shall be deemed present at a meeting of such Board if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## ARTICLE VIII

### Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights of a Member during any period in which such Member shall be either in default in the payment of any assessment levied by the Association or in breach of any published rule and regulation of the Association. The Board of Directors shall further have the right to suspend the voting rights of a member, after notice and hearing, for a period not to exceed sixty (60) days for isolated or singular incidents of infraction of published rules and regulations. Such right may

also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(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 provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(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 regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties.

(f) Nominate an Architecture Control Committee, pursuant to the Declaration, which shall consist of five (5) people, all of whom must be members of the Association, and three (3) of which shall constitute a quorum.

Section 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 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; any meeting minutes shall be presented to any member upon receipt of a stamped, self-addressed envelope;

(b) Supervise all officers, agents and employees or this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send certified written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Enforce collection of all assessments owed the Association which are not paid within thirty (30) days after the due date thereof by foreclosure, suit or such other lawful procedure as the Board deems in the best interest of the Association;

(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. A properly executed certificate of the Association as to the status of assessments on a Lot shall bind the Association as of the date of its issuance;

(e) Procure and maintain adequate liability insurance on property owned by the Association; each Owner shall carry his or her own liability and hazard insurance covering the real property and improvements thereto owned by each Owner;

(f) Cause all persons or entities (except banking institutions) employed, authorized or contracted to collect, disburse and manage this Association's funds, including officers and Directors of the Association, to be bondable with standard fidelity and errors and omissions coverage for the benefit of the Association, and the premiums for such bonds shall be paid from Association funds;

(g) Cause the Common Area to be maintained;

(h) With the assistance of the Treasurer, the Board shall cause an annual audit of this Association's books to be made at the completion of each fiscal year and shall prepare an annual budget and statement of income and expenditure to be presented to the membership at its regular annual meeting, which budget shall contain, within the limits of available funds, adequate reserves for the maintenance and replacement of Association property and for the maintenance of Members' property as required by the Declaration, all in accordance with sound financial practice; and

(i) Otherwise manage the affairs of the Association.

## ARTICLE IX

### Officers and Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary and/or Treasurer, and/or such other officers as the Board may from time to time by resolution create. All officers shall be members of the Board of Directors.

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 and until his successor shall be elected and qualify, unless he dies, resigns, or is removed or otherwise disqualified to serve.

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

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 the officer he replaces, unless he sooner dies, resigns, or is removed or otherwise disqualified to serve.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments and co-sign resolutions of the Board; sign all checks and promissory notes; and exercise and discharge such other duties as may be required of him by the Board.

(b) 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 by the Board.

(c) Secretary-Treasurer. The Treasurer shall cause the receipt of and deposit in appropriate bank accounts within seven (7) days all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be

presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and exercise and discharge such other duties as may be required of him by the Board. 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; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and exercise and discharge such other duties as may be required of him by the Board.

## ARTICLE X

### Committees

The Board of Directors of the Association shall appoint an Architectural Control Committee, as provided in the Declaration and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE XI

### 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. As used in this Article only, "Member" shall include any person or entity holding a first mortgage on such Member's Lot.

## ARTICLE XII

### Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest at the highest legal rate per annum; and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein for non-use of the Common Area or abandonment of his Lot. A suit

to recover a money judgment for unpaid expenses hereunder shall be maintainable without foreclosure or waiving the lien securing the same.

ARTICLE XIII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: OLD MILL RUN HOMEOWNERS' ASSOCIATION, INC., an impression of said seal appearing on the margin hereof.

ARTICLE XIV

Amendments

Section 1. These Bylaws may be altered or rescinded by majority vote of a quorum of Members entitled to vote at any regular or special meeting of the membership duly called and convened.

Section 2. 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.

ARTICLE XV

Miscellaneous

The fiscal year of the Association shall begin on the first day of January of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of OLD MILL RUN HOMEOWNERS' ASSOCIATION, INC., have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 199 .

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_