

MILLER, CROSBY, & MILLER, P.A.
C/O LAKE LAND BRANCH COURIER

INSTR # 2011132004
BK 00443 PGS 1591-1599 PG(s) 9
RECORDED 08/04/2011 12:03:37 PM
RICHARD M WEISS, CLERK OF COURT
POLK COUNTY
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AMENDED & RESTATED BYLAWS OF
KELLWOOD VILLAGE OWNERS ASSOCIATION, mc.
A Florida Nonprofit Corporation operating as a Homeowners'
Association for owners of property within the Kellwood Village
Subdivision 4205 Old Road 37, Lakeland, FL 33813

ARTICLE 1 - NAME, LOCATION AND CORPORATE SEAL

The name of the corporation is KELLWOOD VLLAGE OWNERS ASSOCIATION, INC., (hereinafter "Association"), a not for profit corporation operating as a homeowners' association 73 under the laws of the State of Florida for owners of property at Kellwood Village, a subdivision within the City of Lakeland, Polk County, Florida. Meetings of members and directors of the Association may be held at such places within Polk County, Florida as may be designated by the Board of Directors of the Association. The Association will have a corporate seal in circular form having within its circumference the words, "KELLWOOD VILLAGE OWNERS ASSOCIATION, NC. "

ARTICLE 11 - DEFINITIONS

Section 1 "Association" means and refers to the Kellwood Village Owners Association, Inc. or its successors and ^{associates}

Section 2 "Common area" means and refers to all real property owned by the Association for the common use and enjoyment of the owners of lots within the Kellwood Village subdivision, including recreational areas, private streets, and the wastewater collection system as outlined within the Replat of Kellwood Village recorded in Plat Book 74, Page 10 of the public records of Polk County, Florida and all replats thereof.

Section 3 "Declaration" means and refers to the Declaration of Covenants, Conditions, and Restrictions recorded as Document 484829, Book 2133, Page 609-624 of the public records of Polk County, Florida and all subsequent amendments thereof.

Section 4 "Lot" means and refers to any unit of land with a designated lot number or a metes and bounds description of property as shown on the replat of Kellwood Village recorded in Plat Book 74, Page 10 of the public records of Polk County, Florida and all replats thereof except the common areas.

Section 5 "Member" means and refers to an owner of a lot who automatically becomes a member of the Association by virtue of the provisions set forth in the Declaration.

Section 6 "Owned" means and refers to the owner of record, whether one or more persons or entities, of the fee-simple title to any lot within the Kellwood Village subdivision,
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including contract sellers but excluding those holding title merely as security for the performance of an obligation. Every owner is a mandatory member of the Association as set forth in the Declaration. Each lot will have one vote in any decision brought before the members of the Association. In the case of multiple owners (two or more persons or entities) of any lot, the co-owners will determine among themselves how to cast the vote for that lot.

Section 7 "Subdivision" means and refers to that certain tract of real property within the City of Lakeland, Polk County, Florida, as described in the Replat of Kellwood Village and recorded in Plat Book 74, Page 10 of the public records of Polk County, Florida and all replats thereof, including such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

ARTICLE MEETINGS OF MEMBERS

Section I - Annual Meetings In accordance with Chapter 720.306(2), Florida Statutes, an annual meeting of the members of the Association will be held at least once each year, The annual membership meeting will be held in January or February at a time and place stated in the notice of the meeting. The annual meeting will be for the election of directors and for the transaction of any proper business that may come before the members.

Section 2 Special Meetings In accordance with Chapter 720.306(3), Florida Statutes, special meetings must be held when called by the Board of Directors or by at least ten percent (10%) of the members of the Association. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

Section 3 Notice of Meetings Written notice of annual and special meetings of the members will be given at the direction of the Board of Directors or its designee by posting such notice on the bulletin boards within the Kellwood Village subdivision and by hand-delivering or mailing a copy of such notice, postage prepaid, to each member at least ten (10) days but not more than thirty (30) days before such meeting. The last address of record for each member will be used for mailing the notice for each meeting. It is the responsibility of each member to provide the Association with a current mailing address to receive meeting notices. In accordance with Chapter 720.306(4) Florida Statutes, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called, but notice of a special meeting must include a description of the purpose of purposes for which the meeting is called.

Section 4 - Quorum In accordance with Chapter 720.306(1) Florida Statutes, the percentage of members required to constitute a quorum at a meeting of the members will be thirty percent (30%) of the total voting interests. Decisions that require a vote of the members must be made by concurrence of at least a majority of the members present, in person or by proxy, at a meeting at which a quorum has been attained.

Section 5 - Adjournment In accordance with Chapter 720.306(7) Florida Statutes, adjournment of

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an annual or special meeting to a different date, time, or place must be announced at that meeting before an adjournment is taken, and notice as specified in Section 3 of this article must be given of the date, time and place. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. Notice of the adjourned meeting must be given to members as of the new meeting date who were not members on the prior meeting date.

Section 6 - Proxy Voting Pursuant to Chapter 720.306(5) Florida Statutes, members have the right to vote in person or by proxy. To be valid, a proxy must be in writing, must be dated, must state the date, time and place of the meeting for which it was given, and must be signed by the authorized person or persons who executed the proxy. A proxy is effective only for the specific meeting for which it was given originally, as the meeting may properly be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was given originally. A proxy is revocable any time at the pleasure of the person or persons who executed it. The proxy holder may assign, in writing, a substitute to act in his place. All proxies will be registered by being returned to the Association, either by mail to the Association at its designated mailing address or by delivery to the Secretary or designee at the beginning of the meeting by the proxy holder.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Composition The affairs of the Association will be managed by a Board of Directors comprised of an odd number of members of the Association, numbering at least three (3), but not more than nine (9) to be elected at the annual meeting of the members of the Association as stated in Article in Section 1 above the officers and directors of the Association have a fiduciary relationship to the members who are served by the Association.

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Section 2 - Nomination and Election of Directors Nomination of candidates for election to the Board of Directors shall be made from the floor at the annual meeting of members. By option of the Board of Directors, a nominating committee comprised of at least three (3) members of the Association, including and chaired by at least one (1) may be appointed in November and December of each year before the annual meeting of members to nominate candidates for election to the Board of Directors. The slate of candidates prepared by the nominating committee, if any, will be presented to the members at the annual meeting of members, and additional nominations may be made from the floor. All members of the Association will be eligible to serve on the Board of Directors. Any members of the Association may nominate themselves as candidates for the Board of Directors. Election to the Board of Directors will be by either written secret ballot or by voice vote of acclamation to elect the nominees by motion made and seconded during the election portion of the annual meeting of members.

Section 3 Term of Office A director will serve for a term that begins upon their election and expires upon the election of successors at the next annual meeting, unless a director sooner resigns, is removed from office, or becomes disqualified to serve. Directors may serve an unlimited number

of consecutive terms.

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Section 4 - Officers of the Board of Directors The officers of the Association will be a President, a Secretary, a Treasurer, and other officers as the Board of Directors may create from time to time. The officers will be members of the Board of Directors and will be elected by the Board of Directors at its first meeting following each annual meeting of members. As determined by the Board of Directors, one director may hold the offices of Secretary and Treasurer simultaneously during the current term.

Section 5 Resignation and Removal of Directors Any director or officer may be removed from the

Board of Directors for cause by majority vote of the remaining directors. Any director or officer may resign at any time by giving written notice to the Board of Directors. Resignations will take

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effect upon the date of receipt of such notice or at any later time specified therein. Unless specified therein, the acceptance of such resignation will not be necessary to make it effective. Should the removal or resignation of a director result in the Board of Directors being comprised of an even number of members or less than three (3) members, the remaining directors may appoint a replacement director by majority vote. In the event the directors fail to appoint a replacement director, a special meeting shall be held in accordance with Article III above, for the purpose of appointing a replacement director, which shall be accomplished by a majority vote of the members present at said meeting,

Section 6 - Compensation No director will receive compensation for any service as a director rendered to the Association. However, any director maybe reimbursed for actual expenses incurred in the performance of duties as a director or for contracted services rendered outside of the duties of a director of the Association.

Section 7 - Meetings In accordance with Chapter 720.303(2) Florida Statutes, a meeting of the Board of Directors occurs whenever a quorum of the Board of Directors gathers to conduct Association business. Two directors will constitute a quorum at any meeting of the Board of Directors. Meetings of the Board of Directors may be called by the President or by a quorum of the directors. Notice of meetings of the Board of Directors will be given by mail, telephone, or in person to each director at least five (5) days before the meeting, except in case of an emergency that requires immediate action. Meetings may be called with shorter notice if available to all directors or in case of emergency. All meetings of the Board of Directors must be open to all members of the Association except for meetings between the Board of Directors and its attorney with respect to proposed or pending litigation where the contents of the discussion are governed by attorney-client privilege. Notice of all of the Board of Directors must be posted on the bulletin boards within the Kellwood Village subdivision at least forty-eight (48) hours in advance of a meeting or by written notice mailed or hand-delivered to each member of the Association at least seven (7) days before the meeting except in an emergency, in which case prior notice to members is not required. An assessment may not be levied at a regular Board of Directors meeting unless the notice of the meeting includes a statement that assessments will be considered, and the nature of the assessments being considered. An assessment may be levied during an emergency meeting of the Board of Directors convened in response to any natural disaster (e.g. severe storms and fires) where such an assessment is needed to protect the common areas within the subdivision. Directors may not vote by proxy or by secret ballot at Board of Directors meetings, except that secret ballots may be used

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in the election of officers of the Board of Directors. All decisions or votes of the Board of Directors and by any committees of the Board of Directors will be by majority of votes cast. Directors may not abstain from voting unless a conflict of interest exists. If a director otherwise refuses to vote, the director's vote will be recorded in the direction of the majority of the votes case.

Section 8 - Powers The Board of Directors will have powers to:

- (a) Adopt and publish rules and regulations governing the use of the common areas and facilities located thereupon, including the personal conduct of Association members, their tenants, and their guests thereupon, and to establish penalties for infractions of such rules and regulations;
- (b) Suspend the rights of an Association member to use the recreational facilities during any period in which that member is in default in the payment of any assessment levied by the Association or to suspend such rights, after notice and hearing, {Or a period not to exceed thirty (30) days for infraction of published rules and regulations; and in accordance with Florida Statute 720.305 (2).
- (c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the members of the Association by the Declaration, Articles of Incorporation, or these Bylaws;
- (d) Remove a director in the event that a director is absent from (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager or engage independent contractors as deemed necessary and prescribe their duties.

Section 9 Duties of Officers The duties of the officers are as follows:

- (a) President - The President will preside at all meetings of the Board of Directors and members, see that orders and resolutions of the Board of Directors are fulfilled, sign all legal instruments such as contracts, mortgages, leases, and deeds, and co-siB1 all promissory notes-
- (b) Secretary - The Secretary will keep the minutes of all meetings and proceedings of the Board of Directors and the membership, including a record of all votes, keep the corporate seal of the Association and affix it to all papers as required, issue notices of meetings of the Board of Directors and the members of the Association, maintain a record of the names, mailing addresses, and other contact information for Association members, and perform such other duties as may be required by the Board of Directors or applicable governmental laws or regulations-

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- (c) Treasurer - The Treasurer will receive and deposit into appropriate bank accounts all

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finds of the Association, disburse such funds as directed by resolution of the Board of Directors, sign all checks or promissory notes of the Association, and handle all business-related correspondence associated with accounts payable and receivable.

Section 10 - Vacancies on the Board of Directors A vacancy in any office or in the position of director may be filled by appointment of another member of the Association by a majority vote of the Board of Directors. The officer or director appointed to fill such a vacancy will serve for the unexpired term of the director being replaced

ARTICLE V - COMMITTEES

Section 1 - Architectural Committee The Board of Directors will appoint an Architectural Committee comprised of at least three (3) members of the Association to review proposals and recommend action by the Board of Directors upon requests from members to alter the exterior of any duplex or townhouse unit, landscaping effects, or the erection or removal of any exterior addition or change as defined in the Declaration. The presence of two (2) members of the Architectural Committee at a scheduled meeting will constitute a quorum. Notice of meetings of the Architectural Committee must be given to the members of the committee as well as to any member of the Association who has submitted a proposal or request at least five (5) days before any meeting that will review and discuss that proposal or request. By mutual consent of all parties, meetings may be held with shorter notice.

Section 2 - Fine Committee In accordance with Chapter 720.305(2) Florida Statutes, the Board of Directors reserves the right to levy reasonable fines, not to exceed one-hundred dollars (\$ 100.00) per violation, against any member of the Association, or any tenant, guest, or invitee for violation of the rules and regulations outlined in the Declaration, these Bylaws, or other rules regulations promulgated by the Board of Directors under the powers granted by the Declaration and these Bylaws. A fine or suspension of privileges to use recreational facilities within the common area may not be imposed without notice of at least fourteen (14) days from the Board of Directors to the person or persons to be fined or suspended. An opportunity for a hearing will be given before imposition of a fine before a Fine Committee comprised of at least members of the Association appointed by Board of Directors. The members of the Fine Committee may not be officers, directors or employees of the Association nor the spouse, parent, child, brother, or sister of an officer, director, or employee. A simple majority of the members of the Fine Committee must be present in person at meetings of the Fine Committee. The members of the Fine Committee as well as the person or persons to be fined or suspended must be given notice at least five (5) days in advance of a meeting of the Fine Committee at which a hearing is to be afforded. By mutual consent of all parties, meetings of the Fine Committee may be held with shorter notice. After the

hearing before the Fine Committee, the Fine Committee must approve or disapprove a proposed fine or suspension or privileges by a majority vote of the members of the Fine Committee and convey its decision to the Board of Directors.

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Section 3 - Other Committees The Board of Directors may appoint any other committees as it may deem appropriate in the performance of its duties. The composition, quorum, and membership of such committee will be determined by the Board of Directors.

ARTICLE VI - MAINTENANCE AND INSPECTION OF OFFICIAL RECORDS

The following items are considered official records of the Association in accordance with Chapter 720.305(4) Florida Statutes; Declaration, Articles of Incorporation, Bylaws, minutes of meetings of the Board of Directors and members, financial records including the annual Association budget, insurance policies, and bids. The official records of the Association will be maintained by the Secretary of the Association. Insurance policies, minutes, and financial records will be retained for a minimum of seven (7) years; bids will be retained for one (1) year. The official records of the Association will be subject to inspection or made available for photocopying by any member of the Association during reasonable times and at a mutually agreed location within ten (10) business days after receipt by the Board of Directors of a written request for access either mailed to the Association's registered agent or hand-delivered to a member of the Board of Directors. Any member of the Association who is denied access to the official records of the Association is entitled to actual damages or minimum damages as prescribed within Chapter 720.303(5), Florida Statutes. The Board of Directors may adopt reasonable written rules governing the inspection of records that address frequency, time, location, notice, manner of inspection, and imposition of fees to cover the cost of providing copies, provided that such rules will not be more stringent than the requirements set forth in applicable Florida statutes.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Association will be from January 1st to December 31 each year.

ARTICLE VIII - ASSESSMENTS AND DUES

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Section I - Assessments As provided in the Declaration, each member must pay the Association certain assessments which are secured by a continuing lien on the property against which such assessments are made. Monthly assessments as outline in the Declaration will be known as the maintenance fee and will be due on a quarterly basis on the first (1st) day of the months of January, April, July, and October each year. For the convenience of the members of the Association, a quarterly statement or invoice may be sent to each member, but failure to receive such a statement will not remove the member's responsibility for payment of each quarterly installment. Any assessments not paid when due are considered delinquent. If an assessment is not paid within ten (10) days of the date due, the member is subject to a late fee of twenty-five dollars (\$25.00). If any assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the highest legal rate per annum, and the member is subject to an additional fine of twenty-five (\$25.00).

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Section 2 - Levy of Dues, Charges, Fees, and Assessments The Board of Directors may determine from time to time all dues, charges, fees, or assessments to be paid by the members. Said dues, charges, fees, or assessments are to be levied in an amount and manner to provide the Association with sufficient funds to meet the obligations of the Association and to furnish the facilities and services to the members which the Association is obligated to furnish as outlined in the Declaration. The Association will operate on a nonprofit basis with each member to bear only a pro-rated share as outlined in the Declaration.

Section 3 - Default If any member of the Association is in default of the dues, charges, fees, or assessments due to the Association, the Association shall cause a lien to be placed on the subject lot for the unpaid assessments. Said lien shall be a continuing lien on the lot and shall secure all future unpaid assessments and interest thereon. The Association, in addition to all other available legal and equitable remedies, may bring an action at law against the member (owner or owners of record) obligated to pay the assessment or may foreclose the lien against the property. Interest, court costs, and reasonable attorney's fees of any such action will be added to any due. No owner may waive or otherwise escape liability for assessments, dues, charges, and fees by non-use of the common area or abandonment of the lot.

ARTICLE IX CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation will control. In case of any conflict between the Declaration and these Bylaws, the Declaration will control. In case of any conflict between the Articles of Incorporation and the Declaration, the Declaration will control.

ARTICLE X - AWIENDNIENTS

These Bylaws may be amended at a regular or special meeting of the members of the Association by a majority vote of a quorum of members present, in person or by proxy.

ARTICLE - ADOPTION OF BYLAWS

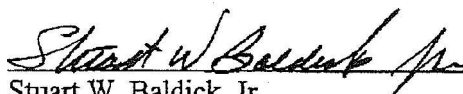
The foregoing articles and sections were adopted as the Amended and Restated Bylaws of KELLWOOD VLLAGE OWNERS ASSOCIATION, mc., a not for profit corporation operating as a homeowner's association under the laws of the State of Florida, at a meeting of the members of the Association held on February 16, 2011, thus amending by revision and replacement the first amended Bylaws adopted at a meeting of the members of the Association held on March 8, 1997, which amended the Bylaws adopted at the first meeting of the Board of Directors on February 21, 1983, filed and recorded in the Official Records of Polk County, Florida on February 24, 1983 as document 489047 in Book 2136, Pages 838-853, and as amended periodically before the date these revised bylaws were adopted.

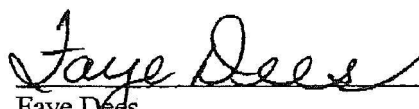
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Stuart W. Baldick, Jr.
President of the Association

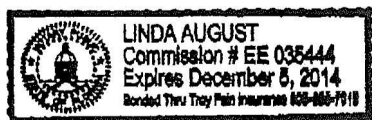

Faye Dees
Secretary of the Association

STATE OF FLORIDA COUNTY OF
POLK

Before me, a Notary Public duly authorized to take acknowledgements, personally appeared STUART BALDICK, JR., current President and a Director of the Kellwood Village Owners Association, Inc., and FAYE DEES current Secretary/Treasurer and a Director of the Kellwood Village Owners Association, Inc., to me known to be the persons described as subscribers in and who executed the foregoing amendment to the bylaws of the Kellwood Village Owners Association, Inc. with full authority of the Declarant corporation.

TNESS my hand and official seal in the County and State aforesaid, this _____ day of _____, 2011.

NOTARY PUBLIC



My commission expires _____

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