

BYLAWS OF
HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC.
A Nonprofit Corporation

ARTICLE I: NAME AND LOCATION

The name of the corporation is HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC. The principal office of the corporation shall be located at such address as the Board of directors shall designate from time to time.

ARTICLE II: DEFINITIONS.

Section 1. "Association" shall mean and refer to HEARTWOOD HILLS HOMEOWNERSASSOCIATION, INC., including its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "Declarations" shall mean and refer to the Declaration of Protective Covenants and Restrictions recorded in Official Records Book 1346, at Page 0899 and any amendments thereto, and the Declaration of Protective Covenants and Restrictions recorded in Official Records Book1556, at Page 1690 in the public records of Leon County, Florida.

Section 4. "Lot" shall mean and refer to any plot of land in Heartwood Hills Subdivision Units One and Two with the exception of common area.

Section 5. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declarations.

Section 6. "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 Heartwood Hills Subdivision Units One and Two, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 7. "Subdivision" shall mean and refer to that certain tract of real property described in the Declarations and referred to as Heartwood Hills Subdivision Units One and Two (hereinafter "Heartwood Hills Subdivision" or "Subdivision"), and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declarations.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held each year in the month of March on a date and at a time set by the Board of Directors for the purpose of electing Directors and for the transacting of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors or by the President, and shall be called by the

ARTICLE III: MEETINGS OF MEMBERS, continued

President at the request of the holders of not less than twenty-five percent of all the votes entitled to be cast at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place in Leon County as the place of meeting for any annual meeting or for any special meeting. However, the Board of Directors shall always consider the convenience of the members in setting the place of any meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail; addressed to the member at his or her address as it appears on the membership records of the Association, with postage thereon prepaid. It shall be the responsibility of each member to advise the Secretary of his or her mailing address and changes therein, and any transfer or acquisition of lands entitling him or her to membership.

Section 5. Membership Voting Lists. The Secretary shall maintain a list of the owners of interest in land which entitle them to membership in the Association and the number of votes each member is entitled to cast according to the formula provided in Article VII of the Declaration recorded in Official Records Book 1346, at Page 0899, Leon County Records. Such list of members entitled to vote at each meeting, arranged in alphabetical order, with the last reported address of and the number of votes entitled to be cast by each member shall be available for inspection at each meeting and a copy shall be mailed by the Secretary to all members at least fifteen days prior to the annual meeting.

Section 6. Quorum. Thirty percent (30%) of the voting power as described in the Declarations represented by persons owning an interest therein as defined in said Declarations, or by their proxy, shall constitute a quorum at a meeting of members. If less than a majority of the voting power is represented at a meeting, a majority of the voting power so represented may without further notice call another meeting for a date not sooner than thirty (30) days nor more than sixty (60) days from the failed meeting, and the required quorum at such subsequent meeting shall be only one-half of the required quorum for the preceding meeting. The members and voting power present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members and voting power to leave less than a quorum.

Section 7. 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. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the owner of a lot.

Section 8. Cumulative Voting. Unless otherwise provided by law, at each election for Directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of votes he or she is entitled to cast as defined in the Declarations for as many persons as there are Directors to be elected and for whose election he or she has a right to vote, or to cumulate his or her votes by giving one candidate as many votes as the number of such Directors multiplied by the number of the votes he or she is entitled to cast or by distributing such votes in the same principle among any number of candidates.

Section 9. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at meeting of the members, may be taken without a

ARTICLE III: MEETINGS OF MEMBERS, continued

meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number, Tenure and Qualifications. The number of directors of the Association shall be not less than five nor more than fifteen as set by the Board of Directors. Each director shall hold office until the next annual meeting of members and until a successor shall have been elected and qualified.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that is not a legal holiday.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 4. Notice. Notice of each special meeting shall be given at least ten days previously thereto by written notice delivered personally or mailed to each director at the address shown on the Association records, or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage therein prepaid. If notice is given by telephone, such notice shall be deemed to be delivered when the Secretary certifies that the message was delivered to and acknowledged by an adult member of the director's family or an employee acting as the director's agent to receive messages. Any director may waive notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. Three-fifths of the number of directors fixed by Section 1 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 8. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action or any Association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV: BOARD OF DIRECTORS, continued

Section 9. 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, a successor shall be selected by the remaining members of the Board.

Section 10. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of duties.

ARTICLE V: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declarations and any amendments thereto, the Articles of Incorporation, or by other provisions of these bylaws.
- (b) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors and
- (c) Employ a manager, independent contractors, and such other employees as it may deem necessary, and to prescribe their duties.

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 each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the Class A members entitled to vote thereat;
- (b) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;
- (c) Perform all responsibilities associated with Assessments pursuant to the Declarations;
- (d) Foreclose the lien against any property for which assessments are not paid within sixty(60) days after the due date, or to bring an action at law against the owner personally obligated to pay the same;
- (e) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates;
- (f) Procure and maintain adequate liability and hazard insurance on all property owned by the Association;
- (g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (h) Cause any common area to be maintained.

ARTICLE VI: OFFICERS AND THEIR DUTIES.

Section 1. Number. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and committees as may be deemed necessary may be elected or appointed by the Board of Directors. All officers shall be members of the Association.

Section 2. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly other officer or agent of the Association or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall:

- (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the Association records;
- (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and
- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI: OFFICERS AND THEIR DUTIES, continued

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Association;
- (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and 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 provisions of Article VII of these Bylaws; and
- (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President and Treasurer of the Association determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time, to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII. RIGHT TO MEMBERSHIP

Deeds, Agreements for Deed or other conveyances of title shall be the best evidence of the right to membership and the voting power of each member. The Secretary may require that any member seeking to assert membership and voting rights produce a copy of the document evidencing title to lands in the area described in the Declarations.

ARTICLE IX. COMMITTEES

The Association may appoint an architectural committee, as provided in the Declarations. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X. ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessment not paid within sixty (60) days after the date that such assessment is due shall be deemed in default and shall bear interest from the due date at the rate of twelve percent (12%) per annum. The Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. Interest, costs and reasonable attorney's fees of any such action shall be added to the amount of any assessment due.

ARTICLE X. ASSESSMENTS, continued

No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of the lot.

ARTILE XI. BOOKS, RECORDS, INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours. The Declarations, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

AR TI CLE XIII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Association under the provisions of these By-Laws or under the provisions of theDec1arations, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by vote of the Board of Directors.

ARTICLE XV. CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declarations and these Bylaws, the Declarations shall control.

ADOPTED by the Board of Directors of **HEARTWOOD HILLS HOMEOWNERSASSOCIATION**

on this 10th day of July 2014.

Brian Walsh

Clayton Lewis

Gerald Gross

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Birdi Ross