

BY-LAWS OF
NOVA VILLAGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
IDENTITY

The following By-Laws shall govern the operation of NOVA VILLAGE HOMEOWNERS ASSOCIATION, INC.

NOVA VILLAGE HOMEOWNERS ASSOCIATION, INC. is a Florida corporation not for profit, organized and existing pursuant to Florida Statutes.

NOVA VILLAGE, INC., a Florida corporation, hereinafter called the "Developer" is the Developer of NOVA VILLAGE, a complex of single family residences in Broward County, Florida.

Section 1. The office of the Association shall be at 7401 Nova Drive, Fort Lauderdale, Florida, 33328, or at such other place as may be subsequently designated by the Board of Directors.

Section 2. The seal of the corporation shall bear the name of the corporation, the word "Florida" and the words "corporation not for profit" and the year of incorporation.

Section 3. As used herein, the word "corporation" shall be the equivalent to "Association" as defined in Declaration of Covenants and Restrictions and the Articles of Incorporation of NOVA VILLAGE HOMEOWNERS ASSOCIATION, INC. and all other words as used herein shall have the same definitions as attributed to them in the Declaration of Covenants and Restrictions, These By-Laws are attached to the said Declaration of Covenants and Restrictions as Exhibit "5", and are incorporated therein by this reference.

ARTICLE II
MEMBERSHIP

Section 1. Membership in the Association shall be in accordance with the provisions of the Articles of Incorporation of the Association to which these By-Laws are attached and the Declaration of Covenants and Restrictions.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed upon each owner of and becomes a lien upon the property against which such assessments are made as provided in the Declaration of Covenants and Restrictions to which NOVA VILLAGE is subject.

Section 3. The membership rights of each owner is subject to assessment under the Declaration of Covenants and Restrictions, whether or not he be personally obligated to pay such

assessment, such membership may be suspended by action of the directors during the period when the assessment remains unpaid, but, upon payment of such assessment, his rights and privileges shall be automatically restored. If the directors have adopted and published rules and regulations governing the use of the common properties of NOVA VILLAGE and the personal conduct of any person therein is in violation, thereof, they may, in their discretion suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE III **VOTING RIGHTS**

Section 1. The voting rights of the members of the Association shall be in accordance with the provisions of the Articles of Incorporation of the Association to which these By-Laws are attached and the Declaration of Covenants and Restrictions.

ARTICLE IV **MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year of the date of incorporation of the Association and each subsequent annual meeting of the members shall be held on the same day of the same month of each year thereafter at 7:30 P.M. If the day of the annual meeting of the members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday.

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, such written request shall be one-fourth (1/4) of all of the votes of Class A 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 or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting, to each member entitled to vote thereat, addressed to the member's 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.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. 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 of the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be revocable and shall automatically cease upon conveyance by the member of his Lot,

ARTICLE V
PROPERTY RIGHTS AND RIGHTS OF
ENJOYMENT OF COMMON PROPERTIES

Section 1. Each member shall be entitled to the use and enjoyment of the Common Properties as provided by the Declaration of Covenants and Restrictions subject to the rights of the Association to impose reasonable use restrictions thereon.

Section 2. Any member may delegate his rights of enjoyment in the Common Properties to the members of his family who reside in NOVA VILLAGE, or his temporary guests, or to any of his tenants who reside thereon pursuant to a leasehold interest. The rights and privileges of such person are subject to suspension to the same extent as those of the members.

ARTICLE VI
ASSOCIATION PURPOSES AND POWERS

Section 1. The Association has been organized for the purposes set forth in the Articles of Incorporation of the Association to which these By-Laws are attached.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. The affairs of the Association will be managed by a Board consisting of the numbers of directors determined by the By-Laws, but not less than three (3) directors nor more than twenty (20) directors. The members of the Board of Directors must be members of the Association.

Section 2. NOVA VILLAGE, INC., the Developer of NOVA VILLAGE shall have the exclusive right to designate members of the initial Board of Directors who shall serve until the first annual meeting of the members of the Association to be held on January 31, 1986, unless NOVA VILLAGE, INC. should sooner elect to relinquish its control of the Board of Directors, in which case, a special meeting of the membership shall be called for election of directors. Should a vacancy occur on the Board of Directors prior to the first annual meeting of the membership, then said vacancy shall be filled by a vote of the remaining directors.

Section 3. Vacancies in the Board of Directors occurring subsequent to the first annual meeting of the members of the Association shall be filled by the majority of remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who pay make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

Section 4. At the first annual meeting the members shall elect seven (7) directors: three (3) for a term of two (2) years and four (4) for a term of one (1) year; and at each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of one (1) year and a term of two (2) years.

Section 5. 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 and shall serve for the unexpired term of his predecessor.

Section 6. 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.

Section 7. The 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.

ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS

Section 1. 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 of the members, to serve from the close of such 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.

Section 2. Election to the Board of Directors shall be by written ballot. At such election the members of 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 IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, or from twelve (12) regular and/or special meetings of the Board of Directors during the period of one (1)

year, the Board may by action at the meeting during which said third consecutive or twelfth absence occurs, declare the office of the said absent Director to be vacant.

- a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article IV, Section 2, except that the voting membership may not require the initial Board of Directors to call special meetings without the consent and approval of the initial Board of Directors and any special meeting so held without said consent shall be of no force or effect.
- b) To appoint and remove at pleasure all officers, agents and employees of the Association, describe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer, or director of the association in any capacity whatsoever.
- c) To establish, levy and assess, and collect the assessments or charges referred to in these By-Laws, the Articles of Incorporation or the recorded Declarations of Covenants and Restrictions.
- d) To adopt and publish rules and regulations governing the use of the common properties and the personal conduct of the members and their guests thereon. The method for adopting rules and regulations shall be as follows:

A single member of the Board of Directors may propose a rule and/or regulation.

If seconded by another Board member, the Board shall vote on promulgation, to all members of the Association, of said rule and/or regulation.

If promulgation of any proposed rule and/or regulation is approved by a majority of the Board, a letter shall be sent to each homeowner giving notice of proposed adoption of said rule(s) and/or regulation(s) and giving notice of the date of the general or special meeting at which a vote on the adoption of the same shall take place. Notice of the proposed rule and/or regulation and voting on the same shall be given at least thirty (30) days prior to the meeting at which the vote will take place.

A quorum, consisting of one tenth (1/10) of members entitled to cast votes or of their proxies entitled to be counted, must be present at any

meeting of homeowners at the time when any rule(s) and /or regulation(s) are voted upon.

Members of the Association present at any such meeting shall be given a reasonable opportunity to debate the proposed rule(s) and/or regulation(s).

Passage of any rule(s) and/or regulation(s) shall be by majority vote of members present at the meeting at which the same are voted upon.

Upon passage, by majority vote, the proposed rule(s) and/or regulation(s) shall take effect immediately.

Copies of newly passed rules and/or regulations shall be prominently posted in at least ten (10) common areas after passage.

Thereafter, all members, tenants and guests shall be deemed to have notice of the approved rule(s) and/or regulation(s).

Amendment to any existing rule(s) and/or regulation(s) shall be in the same manner as prescribed above passage.

e) To exercise for the association all powers, duties and authority vested in or delegated to this association, except those reserved to the meeting or to members in the Declaration of Covenants and Restrictions.

f) In the event that any member of the Board of Directors of this Association shall be absent from (3) consecutive regular meetings of the Board of Directors, or from twelve (12) regular and/or special meetings of the Board of Directors during the period of one (1) year, the Board may by action at the meeting during which said third consecutive or twelfth absence occurs, declare the office of the said absent Director to be vacant.

g) Pursuant to agreement, to delegate the performance of all or any part of its duties and functions to a management firm.

h) To remove from office any Director who falls two months or more behind in maintenance payments, unless there is a structured and adhered to payment arrangement.

Section 2. It shall be the duty of the Board of Directors:

a) To 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 is requested

in writing by one-fourth (1/4) of the voting membership, as provided in Article IV, Section 2.

b) To 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 of Covenants and Restrictions and the Articles of Incorporation:

i) To fix the amount of the assessment against each property for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

ii) To send written notice of each assessment to every owner subject thereto.

iii) To send written notice of each assessment to every owner subject thereto.

iv) To foreclose the lien against any property for which assessment are not paid within thirty (30) days after due date or to bring action against the owner personally obligated to pay same.

v) To fix the amount of special assessments against each property for Capital Improvements, provided, that no amount in excess of \$2000.00 shall be expended for Capital Improvements without the approval by a vote of a majority of a quorum of the membership present in person or by proxy at a regular or special meeting of the members called for that purpose.

ARTICLE X

DIRECTORS' MEETINGS

Section 1. Regular meetings of elected Board of Directors shall be held quarterly on the fifteenth day of March, June, September and December at 7:00 p.m. provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with. The day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the association or by any two directors after not less than three (3) days notice to each director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI

OFFICERS

Section 1. The officers shall be a President, Vice President, a Secretary, and a Treasurer. All officers shall be members of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. The officers shall hold office at the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 5. The Vice President shall perform all the duties of the president in his absence.

Section 6. The Secretary shall be "ex-officio". The Secretary of the Board of Directors shall record the votes and keep the minutes of all proceedings in a book to be kept for the purposes. He shall sign all certificate of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 7. 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or the Vice President.

Section 8. The Treasurer shall keep proper books of account. The books shall be balanced annually at the completion of each fiscal year by and shall be subject to independent review by the Board or a qualified individual of its choosing after balancing. The Board shall annually cause to be prepared a financial statement, an annual balance sheet and a budget based thereupon which shall be presented to the homeowners at the regular annual meeting.

ARTICLE XII **COMMITTEES**

Section 1. The Standing Committee of the Association shall be:

The Nominations Committee

The Maintenance Committee

The Architectural Control Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nominations Committee shall have the duties and functions described in Article VIII.

Section 3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties, Private Drive Easements and Facilities of the Associations, and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Architectural Control Committee shall watch for any proposals, programs or activities which may adversely affect the residential value of NOVA VILLAGE and shall advise the Board of Directors regarding Association action on such matters.

Section 5. With the exception of the Nominations committee and the Architectural Control Committee, each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 6. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

Section 7. Proviso: during its term the initial Board of Directors shall have the right to constitute and serve as the members of the Standing Committees of the Association as aforementioned.

ARTICLE XIII
PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) month, and every proxy shall automatically cease upon sale by the member of his home or other interest in the residential community.

ARTICLE XIV
BOOKS AND PAPERS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection of any members.

ARTICLE XV
CORPORATE SEAL

Section 1. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Association Not For Profit", and the year of incorporation.

ARTICLE XVI
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of the membership present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable laws; and provided further that any matter stated herein to be or which is in fact governed by the recorded Declaration of Covenants and Restrictions applicable to NOVA VILLAGE may not be amended except as provided in such Declaration.

Section 2. In the case of any conflicts between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions applicable to NOVA VILLAGE and these By-Laws, the Declaration of Covenants and Restrictions shall control.

IN WITNESS WHEREOF, We, being all of the Directors of NOVA VILLAGE HOMEOWNERS' ASSOCIATION, INC. have hereunto set our hands and seal this 3rd day of August, 1978.

/S/
Wallace R. Brady

/S/
David L. Brady

/S/
Drew W. Brady

/S/
Gary J. Brady

/S/
Steven R. Brady