

**BYLAWS OF
HIAWATHA PRESERVE HOMEOWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

ARTICLE I

NAME AND LOCATION

The name of this corporation is Hiawatha Preserve Homeowners' Association, Inc., hereinafter referred to as "Association." The principal office of the Association is located at P.O. Box 5489, Navarre, Florida 32566, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Hiawatha Preserve Homeowners' Association, Inc., a Florida Non-Profit Corporation, its successors and assigns.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple interest to any of the lots described on the unrecorded subdivision of Hiawatha Preserve as described on Exhibit "A" attached hereto and incorporated by reference.

Section 3. "Properties" shall mean and refer to that certain real property hereinabove described on the unrecorded subdivision of Hiawatha Preserve as described Exhibit "A" attached hereto and incorporated by reference.

Section 4. "Common Area" shall mean all of the property owned by the Association for the common use and enjoyment of the Owners such as the roads and other areas described on Exhibit "B" attached hereto and incorporated by reference being all of the property on such unrecorded subdivision other than the numbered lots, and more particularly described in the Declaration as recorded or amended in the Public Records of Santa Rosa County, Florida.

Section 5.a. "Lot" shall mean and refer to each of the numbered lots described on the unrecorded subdivision of Hiawatha Preserve as described in Exhibit "A" attached hereto and incorporated by reference.

Section 5.b. "Improved Lot" shall mean each of the numbered lots on the recorded Plat of Hiawatha Preserve upon which a residential dwelling has been constructed.

Section 6. "Declarant" shall mean and refer to R.W. Hiawatha L.L.C., Florida limited liability company, and the Developer of Hiawatha Preserve.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements applicable to the properties now recorded or subsequently amended and recorded in the Office of the Clerk of the Circuit Court of Santa Rosa County, Florida.

Section 8. "Member" shall mean and refer to those persons with an ownership interest in a lot and entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the Members shall be held one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, on such a day as specified by the Board of Directors, except that the day for the annual meeting of the Members shall not be a legal holiday.

Section 2. Special Meetings. Special meetings of that Membership may be called at any time by the President or by the Board of Directors, or upon written request of one fourth (1/4) of all the votes entitled to be cast by the Membership.

Section 3. Notice of Meeting. 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 address last 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 a majority of the votes or the Membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration of these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members present and entitled to vote shall have power to adjourn the meeting without notice other than announcement at the meeting, until a quorum, shall be present or be represented. Except as otherwise provided in the Declaration, the Articles or these Bylaws, every act or decision done or made by a majority of the Members present in person or by proxy at a duly held meeting at which a quorum is present, shall be the act of the Members.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy, which shall identify the meeting at which it is to be used. All proxies shall be in writing and filed with the Secretary at or prior to the meeting at which the proxy is used. Every proxy shall be revocable and shall automatically cease upon conveyance of the lot owned by the Member. No owner Member shall hold more than 5 proxies.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors.

Section 2. Term of Office. At the first annual meeting, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for the term of three (3) years; and at each meeting thereafter, the Members shall elect one (1) director for a term of three (3) years. In the event that Members fail to hold a valid annual meeting, the incumbent director shall continue in office until the next election of a director by the Members.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by the vote of a sixty-seven percent (67%) 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 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for this actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting in 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 V

ELECTION OF DIRECTORS

Section 1. Election of Directors. Election of directors shall be conducted in the following manner:

- (a) Directors shall be elected at the annual meeting of the members.
- (b) The election shall be by secret ballot (unless dispensed with by unanimous consent). The nominees receiving the greatest number of votes cast shall be elected to the Board. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A meeting of the Board of Directors shall be held without notice each year immediately following the annual meeting of the Members for the purpose of electing officers of the Association. Other regular meetings may be established at such time and place as determined by resolution of the Board.

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. Meetings may be held by telephone conference between directors and all of whom participate shall be considered present at the place fixed for the meeting by resolution of the Board of Directors. Such meetings shall not be held on a legal holiday.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

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 regulation governing the use of the Common Area and facilities and the personal conduct of the Members and their quests thereon and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the Common Areas of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations; and fines may be imposed for those infractions as specified in the Declaration of Covenants;

(c) Exercise for the Association all power, 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 Declarations;

(d) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall resign or be absent for three (3) consecutive meetings of the Board of Directors;

(e) Employ a manager and independent contractor, or such other employees as they 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 the annual meeting of the Members. A statement of the corporation affairs shall also be presented at any special meeting when such statement is requested in writing by one third (1/3) of the Members who are entitled to vote;

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

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

(1) Fix the amount of the annual assessment against each lot in advance of each annual assessment period;

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

(3) Foreclose the lien against any improved lot for which assessments are not paid within thirty (30) days after due date or bring an action at law against the owner personally obligated to pay the same.

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

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate;

(g) Cause the Common Areas to be maintained; and

(h) To adopt, publish and amend regulations governing use of the Common Areas.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of this Association shall be a President and a Vice President who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other offices as the Board may create from time to time by resolution.

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, or until the next election of officers; unless he shall sooner resign, or shall be removed, or otherwise be 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 office 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 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.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties The duties of the officers are as follows:

(a) **PRESIDENT:** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments and shall co-sign all checks and promissory notes, unless otherwise resolved by resolution of the Board of Directors.

(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 of him by the Board.

(c) **SECRETARY:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the board.

(d) **TREASURER:** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year when requested by the Directors or one third (1/3) of the number entitled to vote; and shall 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.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint such other committees as deemed appropriate to carry out its purpose. The Board of Directors shall be authorized to hire a manager and delegate to the manager appropriate duties and responsibilities.

ARTICLE X

BOOKS AND RECORDS

Books and records shall be maintained and made available to the membership as required by Florida Statutes. 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.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special 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 in full within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6% per annum; and the Association may bring action at law against the Owner personally obligated to pay the same or foreclose the liens against the property, plus 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 by non-use of the Common Areas or abandonment of his lot.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and the Articles, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation. The Association shall have a seal in circular form within its circumference the following words shall appear: Hiawatha Preserve Homeowners' Association, Inc.

IN WITNESS WHEREOF, we, being the Directors of Hiawatha Preserve Homeowners Association, Inc., have hereunto set our hands and seals, this the 3 day of March, 2020.

Witness

Elizabeth Johnson

Brett Ramsey
Brett Ramsey, Director

Witness

Lynda Walker

Lynda Walker
Lynda Walker

Witness

Alex Johnson

Darrell Walker
Darrell Walker

I, the undersigned, do hereby certify:

That I am duly elected and acting Secretary of the Hiawatha Preserve Homeowners' Association, Inc., a Florida Non-Profit Corporation; and that the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 3 day of March, 2020.

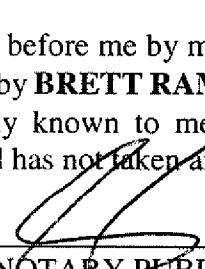
Witness

Lynda Walker

Darrell Walker
Darrell Walker

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 3rd day of March, 2020, by **BRETT RAMSEY, LYNDY WALKER and DARRELL WALKER**, who are ☒ personally known to me or ☐ who have produced _____ as identification and has not taken an oath.



NOTARY PUBLIC

Commission No.:

My Commission Expires:

