

**BYLAWS OF
Burnt Store Meadows Property Owner's Association, Inc.
A Corporation Not-For-Profit**

IDENTITY

- 1. These are the bylaws of BURNT STORE MEADOWS PROPERTY OWNER'S ASSOCIATION, INC., hereafter sometimes called the "Association", a corporation not-for-profit under the laws of the State of Florida, the Articles of Incorporation of which are filed in the office of the Secretary of State.**

The Association has been organized for the purpose of administering the common area of Punta Gorda Isles, Section 18, according to the plat thereof recorded in Plat Book 10, Pages 4-A through 4-Q, of the Public Records of Charlotte County, Florida, described in the above referenced Plat and Paragraph 21 of the Declaration of Restrictions recorded in O.R. Book 358, Page 250, Public Records of Charlotte County, Florida, except that the common area shall not include (1) any platted parcel unless the Association is the owner thereof, and (2) any property which has been dedicated to and accepted by any public authority or body which has assumed the obligation to maintain same. The terms common areas, common element and common property are synonymous as used herein.

- 1. A. The address of the Association shall be at P.O. Box 512125, Punta Gorda, Florida 33951-2125.**
- 1. B. The fiscal year-end of the Association shall be September 30th of each year.**
- 1. C. The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation Not-for-Profit", and the year of incorporation.**

MEMBERS MEETING

2. The annual members' meeting shall be held in September of each year at a time, date and place reasonably convenient to Burnt Store Meadows as determined by The Board of Directors.

2. A. The purpose of the annual meeting is for electing directors, adoption and approval of the annual budget for the following year and transacting any other business authorized to be transacted by the members.

2. B. Notices of the annual meetings shall be in writing to each member at his or her address as it appears on the books of the Association and shall be mailed not less than thirty (30) days nor more than sixty (60) days prior to the date of the meeting. Notice of the annual meeting shall also be posted in at least two conspicuous places on the common areas at least seven (7) days prior to the annual meeting.

2. C. The minutes of all meetings of members shall be kept in a book available for inspection by members, or their authorized representatives, at any reasonable time. The association shall retain these minutes for a period of not less than seven (7) years.

2. D. Special members' meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from at least ten (10%) percent of the voting interest of the Association. Notices of members' special meetings shall state the date, time, place, and purpose of the meeting to each member in writing and be posted at least seven (7) days prior to the meeting in at least two (2) conspicuous places on the common areas.

2. E. Notice of any meeting where assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

2. F. A quorum at a meeting of the members shall consist of fifteen (15%) percent of the total voting interest. Unless otherwise stated in these Bylaws, the acts approved by the concurrence of at least a majority of the voting interest present, in person or by proxy, at a meeting at which a quorum has been attained, shall constitute the acts of the membership.

2. G. Where there is more than one owner of a lot or unit, those owners shall collectively be entitled to one membership and one vote and shall participate in the Association as provided herein. The vote of a parcel owned by two or more persons shall be cast by only one of the owners, and if such owners cannot agree on how the vote shall be cast, then the vote shall not be counted. If the owner of the parcel is a corporation, then the vote of that parcel may be cast by the president of the corporation. If a parcel is owned by a partnership, then the vote may be cast by any general partner. As used herein "parcel" means a single family lot, a vacant multifamily lot or tract, an undeveloped commercial lot or tract, or a condominium unit.

The number of voting members will be determined by using the following formula:

The numerator shall always be one and the denominator shall be equal to the total number of single family lots; plus the total number of vacant multifamily lots or tracts; plus the number of commercial lots or tracts not having any multifamily units; plus the number of multi-family units actually constructed.

2. H. Votes may be cast in person or by proxy. A proxy may be given by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and any lawfully adjourned meetings thereof and must be signed and filed with the Secretary prior to the appointed time of the meeting or any adjournment of the meeting. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Any proxy shall be revocable at any time at the pleasure of the person executing it.

2. I. The order of business at annual members' meetings, and as far as practical at other members' meetings, shall be:

- (1) Calling of the roll and certifying proxies.**
- (2) Proof of notice of meeting.**
- (3) Reading and disposal of any unapproved minutes.**
- (4) Reports of officers.**
- (5) Reports of committees.**
- (6) Nomination of Director candidates from the floor.**
- (7) Election of inspectors of election.**
- (8) Election of directors.**
- (9) Unfinished business.**
- (10) New business (including consideration of the budget).**
- (11) Open discussion on any pertinent subject by membership.**
- (12) Adjournment.**

2. J. The President shall preside at all meetings. In the absence of the President, the

Vice-President shall preside. In the absence of the President and Vice-President, a Director may open the meeting and call for a Pro Tem in accordance with the Roberts Rule of Order.

DIRECTORS

3. A. The affairs of the Association shall be managed by a Board of seven (7) directors. Upon necessity, the number of members of the Board of Directors may be changed during annual members' meeting by a majority vote of the voting interest present, or by proxy. Election of Directors shall be in the following manner; Each Director elected at the 2000 Annual meeting, and subsequently, shall be a member of the Association, or a spouse of a member (provided that, a member and a non-member spouse may not concurrently serve as directors) and shall serve for a term of two (2) years. In order to provide continuity of experience by establishing a system of staggered terms, those directors elected during the 2000 annual meeting shall convene as an elected Board of Directors and after having elected a slate of officers, lots shall be drawn by each director so that four (4) directors shall serve for a term of two (2) years and three (3) directors shall serve a term of one (1) year. The term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director is recalled or resigns. Such Board of Directors shall act in the name of the Association only when duly convened by its chairman after due notice to all the directors of such meeting.

3. A. 1. A nominating committee of five (5) members shall be appointed by the Board of Directors not less than ninety (90) days prior to the annual members' meeting. Directors are not eligible to serve on the nominating committee. The committee shall nominate at least one (1) person for each director's term that is expiring. The nominating committee must submit its complete list of nominees to the secretary not less than sixty (60) days prior to the annual members' meeting so that each name can be included in the notice of the annual members' meeting. Nominations in addition to those submitted by the nominating committee may be made from the floor. Nominees must be members of the Association, or spouses of members (provided that, a member and non-member spouse may not concurrently be director nominees).

3. A. 2. The election shall be by written ballot and decided by a plurality of votes cast, each person voting being entitled to cast his or her votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

3. A. 3. Each director shall have one (1) vote and such voting may not be done by proxy.

3. A. 4. The Board of Directors shall make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

3. A. 5. Except as to vacancies provided by the removal of directors by members, the term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director resigns. Resignations of Directors are effective when received by the Association in writing unless a later date is stated. Vacancies in the Board of Directors shall be filled by the remaining directors for the unexpired term of the Director who has resigned.

3. A. 6. A director who is absent from four (4) regularly scheduled monthly meetings during any fiscal year shall be removed from the Board of Directors by the other Directors for that reason alone. The vacancy upon the board created by any such removal shall be treated as a director's resignation.

3. A. 7. Any Director may be removed from office with or without cause by the vote of the membership, or agreement in writing, of a majority of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting. The special meeting of the Association members to recall a member or members of the Board of Directors

may be called by ten (10%) percent of the Association members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. Other recall procedures not inconsistent with those set forth herein shall be governed by Section 617.0808 (1995), Florida Statutes, or its successor.

3. B. The organizational meeting of a newly elected Board of Directors shall be held within six (6) days of the annual meeting and notice of such meeting shall be posted at least forty-eight (48) hours in advance in at least two (2) conspicuous places on the common areas.

3. C. Board of Directors meeting shall be held, regularly each month on the third (3rd) Monday of the month, in the early evening, at a place reasonably convenient to Burnt Store Meadows. If the third (3rd) Monday is a holiday, the Directors shall reschedule the meeting to the second (2nd) or fourth (4th) Monday of that month.

3. D. Notice of the regular monthly Board meeting shall state the date, time and place of the meeting, and shall be posted at least forty-eight (48) hours in advance in at least two (2) conspicuous locations on the common areas.

3. E. All meetings of the Board of Directors shall be open to all members, lot and unit owners and adequate notice of all meetings, regular and special, shall be posted at least forty-eight (48) hours in advance in at least two (2) conspicuous places on the common areas, except in an emergency.

3. F. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by lot and unit owners, or their authorized representative, at any reasonable time. The Board of Directors shall retain these minutes for a period of not less than seven (7) years.

3. G. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of at least a quorum of directors, except in an emergency. Forty eight (48) hours notice of such special Board meeting shall be given to all Board members and posted in at least two (2) conspicuous locations on the common areas, provided that, such notice will be posted as soon as practical in an emergency.

3. H. A quorum at directors' meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Restrictions, the Article of Incorporation or these Bylaws. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present shall adjourn the meeting from time to time until a quorum is present.

3. I. The order of business at directors' meeting shall be:

- (1) Calling of roll.**
- (2) Proof of due notice of meeting.**
- (3) Reading and disposal of any unapproved minutes.**
- (4) Communications.**
- (5) Reports of officers.**
- (6) Reports of committees.**
- (7) Election of officers (if necessary).**
- (8) Unfinished business.**
- (9) New business.**
- (10) Open discussion on any pertinent subject by membership.**
- (11) Adjournment.**

3. J. The Board may appoint members to serve on committees as deemed necessary and appropriate, but such committee members shall have no power or authority as Directors.

3. K. All of the powers and duties of the Association existing under the laws of the State of Florida, the Declaration of Restrictions, the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, subject only to approval by the lot and unit owners when such is specifically required.

3. L. In addition to all other remedies available at law or in equity, the Board of Directors may levy reasonable fines against owners, tenants, and guests who commit violations of the provisions of the governing documents or Association rules and regulations. The fines shall be in an amount deemed necessary by the Board to deter future violations, but not to exceed the maximum permitted by law. Each day a violation continues shall be considered a separate violation and a fine may be levied on the basis of each day of a continuing violation with a single notice and opportunity for hearing. The procedure for imposing such fines shall be as follows:

3. L. 1. The party against whom the fine is sought to be levied shall be afforded an opportunity for a hearing before a committee of at least three members appointed by the Board of Directors who are not officers, directors, or employees of the Association or the spouse, parent, child, brother, or sister of an officer, director or employee; after reasonable notice of not less than fourteen(14) days. The notice shall include:

- a) A statement of the date, time and place of the hearing;**
- b) A statement of the provisions of the Declaration, By-Laws, or rules which have allegedly been violated;**
- c) A short and plain statement of the matters asserted by the Association.**

3. L. 2. The party against whom the fine may be levied shall have a reasonable opportunity to respond, to present evidence, and shall have an opportunity at the hearing to review, challenge, and respond to any material considered by the Association. If the committee, by majority vote, does not approve a proposed fine, it may not be imposed.

3. L. 3. In any legal action to collect fines imposed pursuant to this section, the Association shall be entitled to collect its attorney's fees and costs.

OFFICERS

4. The officers of the Association shall be President, Vice- President, Secretary and Treasurer. Other than the Secretary and the Treasurer, all officers of the Association shall be Directors. The offices of the Secretary and Treasurer may be filled by Association members who are not Directors. The spouse of a Director or Officer shall not hold office concurrently. The officers of the association shall be elected by the Board of Directors at its organizational meeting. Removal of an Officer from office may be made by a majority of the Board of Directors at any regular or special meeting of the Board duly called. Any officer may resign as officer at any time. Such resignation shall be made in writing, submitted to the Secretary and shall take effect as is specified in the instrument. Acceptance of resignation shall not be required to make it effective. The Secretary may resign by submitting such resignation in writing to the President of the Association. Any vacancy resulting from the removal or resignation of an officer as herein provided may be filled by the Board of Directors at the same meeting.

4. A. The President shall be the chief executive officer of the Association. He or she shall have the powers and duties usually vested in the office of the President of the association with the approval of the board. The powers of the President shall be limited to conducting the meeting, to appoint committees from among the members from time to time, as he or she may determine appropriate, to assist in the conduct of the affairs of the Association.

4. B. The Vice-president, in the absence or disability of the President, shall exercise the power and perform the duties of the President. He or she also shall assist the President generally and exercise such other powers and perform such duties as shall be prescribed by the directors. In the absence of the President or the Vice-president, a Director may open the meeting and call for a Pro Tem in accordance with the Roberts Rule of Order.

4. C. The Secretary shall keep the minutes of all proceedings of the directors and the members. He or she shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He or she shall have custody of the seal of the Association, and affix it to instruments requiring a seal when duly signed. He or she shall keep the records of the Association, and shall perform all others duties incident to the office of secretary of an association as may be required by the directors or the President.

4. D. The Treasurer shall have custody of all monies belonging to the Association and shall be responsible for all such monies in accordance with good accounting practices; and shall perform all other duties incident to the office of the treasurer; provided that, the Board of Directors shall be responsible for consequences resulting from it's actions which supersede the Treasurer's recommendation.

4. E. Neither directors or officers shall receive compensation for their services. This provision shall not preclude a director or officer from receiving reimbursement for expenses incurred performing Association business.

FISCAL MANAGEMENT

5. The provisions for fiscal management of the Association set forth in the Declaration of Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

5. A. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classification as shall be appropriate, all of which expenditures shall be common expenses:

(1) Current income and expense, which shall include all receipts and expenditures within the year for which the budget is made including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements or to operations.

(2) Reserve for deferred maintenance if applicable, which shall include funds for maintenance items that occur less frequently than annually.

(3) Reserve for replacement, if applicable, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(4) Operations, the amount of which may be to provide a working fund or to meet casualty or operating losses.

(5) A minimum of three (3) bids, if available, will be required for the purchase of equipment or services by the Association whose cost exceeds five hundred dollars (\$500.00) per item or transaction. The Board of Directors, at their discretion, shall have the right to renew current contracts.

5. B. Assessments against the lot and unit owners shall be made for the fiscal year annually in advance on or before October 30th of the fiscal year for which assessments are made. Such assessments shall be due in one (1) annual installment not later than sixty (60) days after the beginning of the fiscal year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in

the amount of the previous year's installment payment for that date until such change by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors. A copy of the proposed amended budget and notice of the Board meeting at which it will be considered shall be mailed or hand delivered to every member not less than fourteen (14) days prior to the Board meeting. If the amended budget is adopted, the Board shall mail each member a notice advising of that fact and the amount of the additional assessment due for the balance of the budget year. The additional assessments shall be due within thirty (30) days of mailing of this notice.

5. C. If the assessment remains unpaid for sixty (60) days after its due date, the assessment shall bear interest from the date due at the maximum percentage rate then permitted by law. The assessments, together with such interest thereon, a late charge of twenty-five dollars (\$25.00) or fifty (50%) percent of the assessment, whichever is greater, and costs of collection and attorney's fees thereof, shall be a charge and continuing lien upon the lot or unit against which such assessment is made. Each such assessment shall also be the personal obligation of the persons owning such lot or unit at the date when the assessment becomes payable. Additionally, a lot or unit owner is jointly and severally liable with the previous owner for all unpaid assessments that come due up to the time of transfer of title. The Association may bring an action at law against the lot or unit owners personally obligated to pay the same and/or to foreclose the lien against the property. The assessment will be charged per parcel in accords with the original platted subdivision parcels per Punta Gorda Isles Section 18. When a member owns more than one parcel, the owner will pay a fee for each parcel regardless of any extenuating circumstances.

5. D. Any payment received by the Association shall be applied first to the interest accrued by the Association, then to any late charge, then to any costs and reasonable attorney's fees incurred in collection, and then to the delinquent assessment. The foregoing shall be applicable notwithstanding any restrictive endorsement, designation, or restriction placed on or accompanying a payment.

5. E. The following property shall be exempt from the assessments, charge and lien created herein; (a) all properties to the extent of any easement or other interest therein dedicated and accepted by the local public authority and devoted to public use, (b) all common area, and (c) all properties exempted from the taxation by the laws of the State of Florida, upon and to the extent of such legal exemption as such exemption may exist from time to time.

5. F. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the lot or unit owners concerned. After such notice and upon approval in writing by members entitled to cast more that one-half (1/2) of the votes concerned, the assessment shall become effective, and it shall be due after thirty (30) days' notice in such a manner as the Board of Directors of the Association may require in the notice of the assessment.

5. G. The Depository of the Association shall be such bank, banks, or federally insured savings and loan associations as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by two (2) such persons as are authorized by the Board of Directors.

5. H. A review of the accounts of the Association shall be made annually or at any other time as determined by the Board of Directors, by a Certified Public Accountant selected by the Board, and a copy of the review report shall be available to each member and the Board of Directors not later than December 31st following the end of the fiscal year.

5. I. Fidelity Bonds shall be required by the Board of Directors from all persons handling
Guarantee against theft

or responsible for Association funds. The amount of such bonds shall be determined by the Board of Directors, but shall not be less than one-half (1/2) of the amount of the total annual assessments against members for common expenses. The premiums on such bonds shall be paid by the Association.

PARLIAMENTARY RULES

6. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration of Restrictions, Articles of Incorporation or these Bylaws.

AMENDMENTS

7. Except as elsewhere otherwise provided, these Bylaws may be amended in the following manner:

A) Notice in writing of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. The proposal to amend existing Bylaws shall contain the full text of the Bylaws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaws. See Bylaw..... for present text." Nonmaterial errors or omissions in the Bylaw process shall not invalidate an otherwise properly promulgated amendment.

B) A resolution for the adoption of a proposed amendment may be proposed by either two-thirds (2/3) of the Board of Directors of the Association or by not less than fifty-one (51%) percent of the voting members of the association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Adoption of amendments to the Bylaws must be approved by the affirmative vote of not less than two-thirds (2/3) of the members present, in person or by proxy, at a meeting called for that purpose at which a quorum has been attained.

C) No amendment shall discriminate against any lot or unit owner nor against any lot or unit class or group of lots or units, unless the owners so affected shall consent; and no amendment shall change any lot or unit or decrease the share in the common elements appurtenant to it, unless the record owner of the lot or unit concerned and all record owners of the mortgages on such lot or unit shall join in the execution of the amendment.

D) A copy of each amendment shall be duly attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by the President of the Association with the formalities of a deed. The amendment shall be effective when such certificate and copy of the amendment are duly filed and recorded in the Public Records of Charlotte County, Florida.

BYLAWS APPROVED AS AMENDED AS OF SEPTEMBER 18, 2000.