

Daniel J. Greenberg, Esq.
Stephan C. Nikoloff, Esq.
Scott M. Gross, Esq.



**Greenberg
Nikoloff** P.A.
FLORIDA COMMUNITY
ASSOCIATION LAWYERS

1964 Bayshore Blvd., Suite A
Dunedin, Florida 34698
(727) 738-1100
Fax (727) 733-0042
www.associationlawfl.com
dan@associationlawfl.com

August 3, 2022

VIA E-MAIL ONLY

Board of Directors
Bays End Homeowners Association, Inc.
c/o Management & Associates

**Re: Governing Documents and MRTA
Recorded Notice of Preservation**

Dear Board Members:

Enclosed please find the Notice of Preservation of Declaration as recently recorded in the Public Records.

Please distribute a copy of the documents to the owners within the Community and place the original with the Association's official records.

If you have any questions, please do not hesitate to call.

Sincerely,

Daniel J. Greenberg

Daniel J. Greenberg, Esq.

DJG:cmg
Enclosure

PREPARED BY AND RETURN TO:
GREENBERG NIKOLOFF, P.A.
1964 BAYSHORE BLVD., SUITE A
DUNEDIN, FLORIDA 34698

NOTICE OF PRESERVATION OF THE
DEED RESTRICTIONS
FOR
BAYS END HOMEOWNERS ASSOCIATION, INC.

Pursuant to Florida Statute §720.3032, this notice constitutes a notice to preserve and protect covenants and restrictions from possible extinguishment under the Marketable Record Title Act, Chapter 712 of the Florida Statutes wherein Bay's End Homeowners Association, Inc. whose post office address is c/o Management & Associates, 720 Brooker Creek Blvd., Ste 206, Oldsmar, FL 34677 and whose physical address is in Oldsmar, Florida, one specific lot being at the address of 810 Christina Circle, Oldsmar, FL 34677, files this notice, that the Deed Restrictions for Bays End Homeowners Association, Inc. originally recorded in O.R. Book 8041, Page 2339 et seq. of the Public Records of Pinellas County, Florida, as same has been amended, supplemented or resolutions adopted and recorded at O.R. Book 13960, Page 480 et seq. all of the public records of Pinellas County, Florida has been preserved for thirty (30) years from the filing date of this Notice to protect against the possible extinguishing effects of the Marketable Record Title Act, Chapter 712 of the Florida Statutes.

The name of the Subdivision Plat affected and encumbered by the Declaration and all of the amendments referenced above, is Bays End as reflected in Plat Book 108, Pages 78 through 80, of the public records of Pinellas County, Florida, respectively. The subdivision is commonly referred to as Bays End.

The name, address and telephone number for the current community association management company is: Management & Associates, 720 Brooker Creek Blvd., Ste 206, Oldsmar, FL 34677.

The Articles of Incorporation of Bay's End Homeowners Association, Inc. and The By-Laws for Bays End Homeowners Association, Inc. and any amendments to same along with a Certificate of Authenticity are attached hereto as Exhibit A and are incorporate herein by this reference.

Approval of the preservation of the Declaration and the referenced amendments was by a 5 to 0 vote of the Board of Directors of Bay's End Homeowners Association, Inc., at a duly noticed and called meeting taking place on July 18, 2022 in favor of preservation of the above-referenced recorded documents to prevent their possible extinguishment under the Marketable Record Title Act.

The Land affected by this Notice is as described in the Plats recorded in Plat Book 108, Page 78 through Page 80 of the public records of Pinellas County, Florida.

INSTRUCTIONS TO RECORDER: PLEASE INDEX BOTH THE LEGAL NAME OF THE ASSOCIATION, **BAY'S END HOMEOWNERS ASSOCIATION, INC.**, AND THE NAME OF THE SUBDIVISION PLAT, **BAYS END**.

WITNESSES:

BAY'S END HOMEOWNERS
ASSOCIATION, INC.

Marsha Chughtai
Witness Signature
Marsha Chughtai
Printed Name
Reilly Barbour
Witness Signature
Reilly Barbour
Printed Name

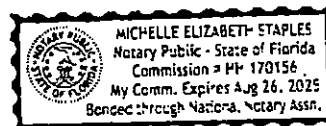
By:

Michael Mueller
Michael Mueller, as President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 19 day of July, 2022, by Michael Mueller, as President of BAY'S END HOMEOWNERS ASSOCIATION, INC., INC., and is personally known to me or has produced _____ as identification.

M. Staples
Notary Public



**CERTIFICATE OF AUTHENTICITY
AS TO THE
ARTICLES OF INCORPORATION AND BY-LAWS
FOR
BAYS END HOMEOWNERS ASSOCIATION, INC.**

NOTICE IS HEREBY GIVEN that the attached Exhibit "1" constitutes a true and correct copy of the Articles of Incorporation of Bays End Homeowners Association, Inc., and any amendments to same and the attached Exhibit "2" constitutes a true and correct copy of the By-Laws of Bays End Homeowners Association, Inc., and any amendments to same.

BAYS END HOMEOWNER'S ASSOCIATION, INC. is the Homeowners Association organized for the purpose of administering the property known as Bays End in Pinellas County, Florida, in accordance with that certain set of Restrictions, recorded in O.R. Book 8041, Page 2339 et seq. of the public records of Pinellas County, Florida, and all amendments thereto, all of the Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, Michael Mueller, as President, and Katie Sciertino, as Secretary, of Bays End Homeowners Association, Inc. have executed this Certificate in accordance with the authority vested in them as President and Secretary of the corporation, for and on behalf of the corporation, on this 19 day of July, 2022.

Two Witnesses as to
President

BAYS END
HOMEOWNERS ASSOCIATION, INC

[Signature]
Witness Signature
Wendy Chughtai
Witness Printed Name

By:

[Signature]
Michael Mueller, as President

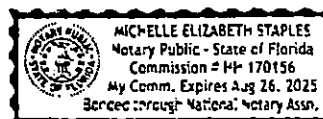
[Signature]
Witness Signature
Kelly Barbour
Witness Printed Name

ATTEST:
[Signature]
Katie Sciertino, as Secretary
Printed Name

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 19 day of July, 2022, by Michael Mueller and Katie Sciertino, President and Secretary, respectively, of BAYS END HOMEOWNERS ASSOCIATION, INC., and are personally known to me or have produced _____ as identification.

[Signature]
NOTARY PUBLIC



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BAYS END HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on January 18, 1994, as shown by the records of this office.

The document number of this corporation is N94000000262.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of January, 1994



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

FILED

JAN 18 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BAYS END HOMEOWNERS ASSOCIATION, INC.
a Florida Corporation Not-for-Profit

The undersigned incorporator, for the purpose of forming a not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

BAY END, INC. ("DECLARANT") owns or has owned certain property in Pinellas County, Florida (the "SUBJECT PROPERTY"), and has executed, declared and recorded Deed Restrictions for BAYS END SUBDIVISION (the "DECLARATION") which will affect the SUBJECT PROPERTY. This association is being formed as the association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as recorded in the Public Records of Pinellas County, Florida. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the By-Laws of the Association.

ARTICLE I - NAME

The name of the corporation is "BAYS END HOMEOWNERS ASSOCIATION, INC.," hereinafter referred to as the "ASSOCIATION."

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:
 - a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - b. To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.

c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BY-LAWS.

d. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.

e. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage, detention, and cable television purposes.

f. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the DECLARATION.

h. To obtain insurance as provided by the DECLARATION.

i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.

j. To sue and be sued.

k. To operate and maintain the surface water management system, as permitted by the Southwest Florida Water Management District, including all lakes, retention and detention areas, culverts and related appurtenances.

l. To collect required amounts from the homeowners in BAYS END SUBDIVISION for street lighting and to remit such amounts to the Tampa Electric Company.

ARTICLE IV - MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity,

the vote for such LOT shall be cast in the manner provided by the BY-LAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.

4. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provisions for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Tony Carlesimo
(P.O. Box 838) 211 Hedden Ct.
Ozona, FL 34660

ARTICLE VII - DIRECTORS

The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall initially consist of two (2) members, and thereafter, not less than three (3) directors, and which shall always be an odd number. The BY-LAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the directors until DECLARANT has conveyed 75% of the LOTS within the SUBJECT PROPERTY, or until 5 years after the DECLARATION is recorded in the public records in the county in which the SUBJECT PROPERTY is located, whichever occurs first, and thereafter shall have the right to appoint one director so long as the DECLARANT owns any LOT. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION, and thereafter such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the directors shall be elected by the members in the manner provided in the BY-LAWS.

4. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS, however any director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the directors.

5. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

211 Hedden Court
Tony Carlesimo, (P.O. Box 838), Ozona, Florida 34660
Antonio Carlesimo, (P.O. Box 838), Ozona, Florida 34660 (same)

ARTICLE VIII - OFFICERS

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the

BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BY-LAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President Tony Carlesimo
Vice President/Secretary/Treasurer . . Antonio Carlesimo
211 Hedden Ct., Ozona FL 34660

ARTICLE IX - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding

as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X - BY-LAWS

The first BY-LAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the Directors and/or members in the manner provided by the BY-LAWS.

ARTICLE XI - AMENDMENTS

Any amendment to these ARTICLES which would affect the surface water management system, including the water management portions of the common areas, must have the prior approval of the Southwest Florida Water Management District.

ARTICLE XII

DISSOLUTION

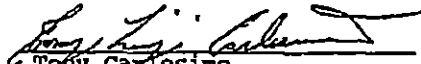
In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, including but not limited to the surface water management system, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION. In the event of such dissolution, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if such property is not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XIII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at ~~P.O. Box 838~~, Ozona, Florida 34660. The initial registered agent of the ASSOCIATION at that address is Antonio Carlesimo. The street address is 211 Hedden Ct., Ozona, FL 34660, for the registered and principal office.

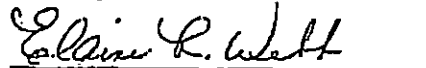
WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES on this 23 day December, 1993.


Tony Carlesimo

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Tony Carlesimo, personally known to me to be the person who executed these presents, and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 23 day of December, 1993.



Notary Public

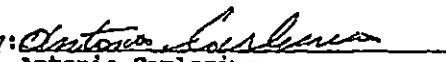
My Commission Expires:



ELAINE R. WEBB
MY COM. EXP 4/19/96
BONDED BY SERVICE INS.
NO. CC194675

ACCEPTANCE OF REGISTERED AGENT STATUS

In furtherance of Section 48.091 and Chapter 607, Florida Statutes, having previously been named as registered agent to accept service of process for DAYS END HOMEOWNERS ASSOCIATION, INC., at ~~P.O. Box 838, Ozona, Florida 34660~~, I hereby re-confirm my acceptance to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Antonio Carlesimo,
Registered Agent

BY-LAWS

OF

BAYS END HOMEOWNERS ASSOCIATION, INC.
a Florida corporation not-for-profit

1. GENERAL PROVISIONS.

1.01 Identity. These are the BY-LAWS of BAYS END HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION," a corporation not-for-profit formed under the laws of the State of Florida. The ASSOCIATION has been organized for the purposes stated in the ARTICLES and shall have all of the powers provided in these BY-LAWS, the ARTICLES, the DECLARATION, and any statute or law of the State of Florida, or any other power incident to any of the above powers.

1.02 Principal Office. The principal office of the ASSOCIATION shall be at such place as the BOARD may determine from time to time.

1.03 Fiscal Year. The fiscal year of the ASSOCIATION shall be the calendar year.

1.04 Seal. The seal of the ASSOCIATION shall have inscribed upon it the name of the ASSOCIATION, the year of its incorporation and the words "Corporation Not-for-Profit." The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the ASSOCIATION.

1.05 Inspection of Books and Records. The books and records of the ASSOCIATION shall be open to inspection by all OWNERS or their authorized representatives, and all holders, insurers or guarantors of any first mortgage encumbering a LOT, upon request, during normal business hours or under other reasonable circumstances. Such records of the ASSOCIATION shall include current copies of the DECLARATION, ARTICLES and BY-LAWS, and any amendments thereto, any contracts entered into by the ASSOCIATION, and the books, records and financial statements of the ASSOCIATION. The ASSOCIATION shall be required to make available to prospective purchasers of LOTS current copies of the DECLARATION, ARTICLES and BY-LAWS, and the most recent annual financial statement of the ASSOCIATION:

1.06 Definitions. Unless the context otherwise requires, all terms used in these BY-LAWS shall have the same meaning as are attributed to them in the ARTICLES, and the DECLARATION.

2. MEMBERSHIP IN GENERAL.

2.01 Qualification. Pursuant to the ARTICLES, all of the record owners of LOTS shall be members of the ASSOCIATION. Membership for each LOT shall be established upon the recording of the DECLARATION. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION, but its membership shall terminate upon the recording of the DECLARATION, unless it owns any LOT(S).

2.02 Changes in Membership. The transfer of the ownership of any LOT, either voluntarily or by operation of law, shall automatically terminate the membership of the prior owner, and the transferee or new owner shall automatically become a member of the ASSOCIATION. It shall be the responsibility of any such

transferor and transferee of a LOT to notify the ASSOCIATION of any change in the ownership of any LOT, and the corresponding change in any membership, by delivering to the ASSOCIATION a copy of the deed or other instrument of conveyance which establishes a transfer of ownership. In the absence of such notification, the ASSOCIATION shall not be obligated to recognize any change in membership or ownership of a LOT for purposes of notice, voting, ASSESSMENTS, or for any other purpose.

2.03 Member Register. The secretary of the ASSOCIATION shall maintain a register in the office of the ASSOCIATION showing the names and addresses of the members of the ASSOCIATION.

3. MEMBERSHIP VOTING

3.01 Voting Rights. There shall be one vote for each LOT. In the event any LOT is owned by more than one person, or is owned by a person other than an individual, the vote for such LOT shall be cast as set forth below, and votes shall not be divisible. In the event any member owns more than one LOT, the member shall be entitled to one vote for each such LOT.

3.02 Majority Vote and Quorum Requirements. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all members and OWNERS for all purposes, except where otherwise provided by law, in the DECLARATION, in the ARTICLES, or in these BY-LAWS. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast the votes for ^{1/3} one-third of the LOTS shall constitute a quorum.

3.03 Determination as to Voting Rights.

3.03.01 In the event any Lot is owned by one person, his right to cast the vote for the LOT shall be established by the record title to his LOT.

3.03.02 In the event any LOT is owned by more than one person or by an entity, the vote for the LOT may be cast at any meeting by any co-owner of the LOT provided, however, that in the event a dispute arises between the co-owners as to how the vote for the LOT shall be cast, or in the event the co-owners are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to cast the vote for the LOT on the matter being voted upon at that meeting, but their membership shall be counted for purposes of determining the existence of a quorum. For purposes of this paragraph, the principals or partners of any entity (other than a corporation) owning a LOT shall be deemed co-owners of the LOT, and the directors and officers of a corporation owning a LOT shall be deemed co-owners of the LOT.

3.04 Proxies. Every member entitled to vote at a meeting of the members, or to express consent or dissent without a meeting, may authorize another person or persons to act on the member's behalf by a proxy signed such member or his attorney-in-fact.

4. MEMBERSHIP MEETINGS

4.01 Who May Attend. In the event any LOT is owned by more than one person, all co-owners or the LOT may attend any meeting of the members. In the event any LOT is owned by a corporation, any director or officer of the corporation may attend any meeting of the members. However, the vote for any LOT shall be cast in accordance with the provisions of Paragraph 3 above. INSTITUTIONAL LENDERS have the right to attend all members meetings.

4.02 Place. All meetings of the members shall be held at the principal office of the ASSOCIATION or at such other place

and at such time as shall be designated by the BOARD and stated in the notice of meeting.

4.03 Notices. Written notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting, by or at the direction of the president, the secretary or the officer or persons calling the meeting.

4.04 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the ARTICLES or these BY-LAWS, or as otherwise provided by law, 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 equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

4.05 Annual Meeting. The annual meeting for the purpose of electing directors and transacting any other business shall be held in the months of January or February of each year as shall be selected by the BOARD and as is contained in the notice of such meeting. However, so long as DECLARANT is entitled to appoint a majority of the directors of the Association, no annual meetings will be required.

4.06 ¹³
Special Meetings. Special meetings of the members may be called at any time by any director, the president, or at the request, in writing, by not less than 25% of the members, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting. Notice of any special meeting shall be given by the secretary, or other officer of the ASSOCIATION, to all of the members within thirty (30) days after same is duly called, and the meeting shall be held within thirty (30) days after same is duly called.

4.07 Adjournments. Any meeting may be adjourned or continued by a majority vote of the members present in person or by proxy and entitled to vote, or if no member entitled to vote is present, then any officer of the ASSOCIATION may adjourn the meeting from time to time.

4.08 Organization. At each meeting of the members, the president, the vice president, or any person chosen by a majority of the members present, in that order, shall act as chairman of the meeting. The secretary, or in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

4.09 Order of Business. The order of business at the annual meetings of the members shall be:

- 4.09.01 Determination of chairman of the meeting; ✓
- 4.09.02 Calling of the roll and certifying of proxies; ✓
- 4.09.03 Proof of notice of meeting or waiver of notice; ✓
- 4.09.04 Reading and disposal of any unapproved minutes; ✓
- 4.09.05 Election of inspectors of election; ✓

- ✓4.09.06 Determination of number of directors;
- ✓4.09.07 Election of directors;
- ✓4.09.08 Reports of directors, officers or committees;
- ✓4.09.09 Unfinished business;
- ✓4.09.10 New business; and
- 4.09.11 Adjournment

4.10 Minutes. The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the directors, at any reasonable time. The ASSOCIATION shall retain these minutes for a period of not less than seven years.

4.11 Actions Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of the members of the ASSOCIATION, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. 18

5. DIRECTORS

5.01 Membership.

5.01.01 The affairs of the ASSOCIATION shall be managed by a BOARD of not less than three (3) nor more than seven (7) directors. So long as the DECLARANT is entitled to appoint any director pursuant to the ARTICLES, the number of directors will be determined, and may be changed from time to time, by the DECLARANT by written notice to the BOARD.

5.02 Election of Directors by Members. Election of directors to be elected by the members of the ASSOCIATION shall be conducted in the following manner:

5.02.01 Within sixty days after the members other than the DECLARANT elect any directors, or within sixty (60) days after the DECLARANT notifies the ASSOCIATION that it waives its right to appoint one or more directors, the ASSOCIATION shall call, and have not less than thirty (30) days nor more than forty (40) days notice of, a special meeting of the members to elect any directors the members are then entitled to elect, or to replace the appropriate number of directors previously appointed by the DECLARANT.

5.02.02 Except as provided above, the members shall elect directors at the annual members' meetings.

5.02.03 Prior to any special or annual meeting at which directors are to be elected by the members, the existing BOARD may nominate a committee, which committee shall nominate one person for each director to be elected by the members, on the basis that the number of directors to serve on the BOARD will not be altered by the members at the members' meeting. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

5.02.04 The election of directors by the members shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the cast, each member voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

5.03 Term of Office. All directors elected by the members shall hold office until the next annual meeting of the members and until their successors are duly elected, or until such director's death, resignation or removal, as hereinafter provided or as otherwise provided by statute or by ARTICLES.

5.04 Organizational Meeting. The newly elected BOARD shall meet for the purposes of organization, the election of officers and the transaction of other business immediately after their election or within ten (10) days of same at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

5.05 Regular Meetings. Regular meetings of the BOARD may be held at such time and place as shall be determined, from time to time, by a majority of the directors.

5.06 Special Meetings. Special meetings of the BOARD may be called by any director, or by the president, at any time.

5.07 Notice of Meetings. Notice of each meeting of the BOARD shall be given by the secretary, or by any other officer or director, which notice shall state the day, place and hour of the meeting. Notice of such meeting shall be delivered to each director either personally or by telephone or telegraph, at least 48 hours before the time at which such meeting is to be held, or by first class mail, postage prepaid, addressed to such director at his residence, or usual place of business, at least three days before the day on which such meeting is to be held.

5.08 Quorum and Manner of Acting.³ A majority of the directors determined in the manner provided in these BY-LAWS shall constitute a quorum for the transaction of any business at a meeting of the BOARD. 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, unless the act of a greater number of directors is required by statute, the DECLARATION, the ARTICLES, or by these BY-LAWS. A director may join by written concurrence in any action taken at a meeting of the BOARD but such concurrence may not be used for the purposes of creating a quorum.

5.09 Adjourned Meetings. A majority of the directors present at a meeting, whether or not a quorum exists, may adjourn any meeting of the BOARD to another place and time. Notice of any such adjourned meeting shall be given to the directors who are not present at the time of the adjournment, and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

5.10 Presiding Officer. The presiding officer of the BOARD meetings shall be the chairman of the BOARD if such an officer is elected; and if none, the president of the ASSOCIATION shall preside. In the absence of the presiding officer, the directors shall designate one of their members to preside.

5.11 Order of Business. The order of business at a BOARD meeting shall be:

- 5.11.01 Calling of roll;
- 5.11.02 Proof of due notice of meeting;
- 5.11.03 Reading and disposal of any unapproved minutes;
- 5.11.04 Reports of officers and committees;

5.11.05 Election of officers;

5.11.06 Unfinished business;

5.11.07 New business; and

5.11.08 Adjournment

5.12 Minutes of Meetings. The minutes of all meetings of the BOARD shall be kept in a book available for inspection by the members of the ASSOCIATION, or their authorized representatives, and the directors at any reasonable time. The ASSOCIATION shall retain these minutes for a period of not less than seven years.

5.13 Committees. The BOARD may, by resolution duly adopted, appoint committees.

5.14 Resignation. Any director may resign at any time by giving written notice of his resignation to another director or officer.

5.15 Removal of Directors. Directors may be removed as follows:

5.15.01 Any director other than a director appointed by the DECLARANT may be removed by majority vote of the remaining directors, if such director (a) has been absent for the last three consecutive BOARD meetings, and/or adjournments and continuances of such meetings; or (b) is an OWNER and has been delinquent for more than thirty (30) days after written notice in the payment of ASSESSMENTS or other monies owed to the ASSOCIATION.

5.15.02 Any director other than a director appointed by the DECLARANT may be removed with or without cause by the vote of a majority of the members of the ASSOCIATION at a special meeting of the members called by not less than ten percent of the members of the ASSOCIATION expressly for that purpose. The vacancy on the BOARD caused by any such removal may be filled by the members at such meeting or, if the members shall fail to fill such vacancy, by the BOARD, as in the case of any other vacancy on the BOARD.

5.16 Vacancies.

5.16.01 Vacancies in the BOARD may be filled by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and a director so chosen shall hold office until the next annual election and until his successors is duly elected, unless sooner displaced.

5.17 Directors Appointed by the DECLARANT. Notwithstanding anything contained herein to the contrary, the DECLARANT shall have the right to appoint the maximum number of directors in accordance with the privileges granted to the DECLARANT pursuant to the ARTICLES.

5.18 Compensation. The Directors shall not be entitled to any compensation for serving as Directors unless the members approve such compensation, provided however, the ASSOCIATION may reimburse any Director for expenses incurred on behalf of the ASSOCIATION without approval of the members.

5.19 Powers and Duties. The directors shall have the right to exercise all of the powers and duties of the ASSOCIATION, express or implied, existing under these BY-LAWS, the ARTICLES, the DECLARATION, or as otherwise provided by statute or law.

6. OFFICERS.

6.01 Members and Qualifications. The officers of the ASSOCIATION shall include a president, a vice president, a treasurer and a secretary, all of whom shall be elected by the directors and may be pre-emptively removed from office with or without cause by the directors. Any person may hold two or more offices except that the president shall not also be the secretary. The BOARD may, from time to time, elect such other officers and designate their powers and duties as the BOARD shall find to be appropriate to manage the affairs of the ASSOCIATION from time to time. Each officer shall hold office until the meeting of the BOARD following the next annual meeting of the members, or until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall have resigned, or until he shall have been removed, as provided in these BY-LAWS.

6.02 Resignations. Any officer may resign at any time by giving written notice of his resignation to any director or officer.

6.03 Vacancies. A vacancy in any office, whether arising from death, resignation, removal or any other cause may be filled for the unexpired portion of the term of the office which shall be vacant in the manner prescribed in these BY-LAWS for the regular election or appointment of such office.

6.04 The President. The president shall be the chief executive officer of the ASSOCIATION. He shall have all of the powers and duties which are usually vested in the office of president of an association or corporation including, but not limited to, the power to appoint committees from among the members from time to time, as he may in his discretion deem appropriate to assist in the conduct of the affairs of the ASSOCIATION.

6.05 The Vice President. The vice president shall, in the absence or disability of the president, exercise the powers and perform the duties of the president. He shall also assist the president generally and exercise such other powers and perform such other duties as may be prescribed by the directors.

6.06 The Secretary. The secretary shall prepare and keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the ASSOCIATION and affix the same to instruments requiring a seal when duly executed. He shall keep the records of the ASSOCIATION, except those of the treasurer, and shall perform all other duties incident to the office of secretary of an association, and as may be required by the directors or the president.

6.07 The Treasurer. The treasurer shall have custody of all property of the ASSOCIATION, including funds, securities, and evidences of indebtedness. He shall keep books of account for the ASSOCIATION in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the BOARD for examination at reasonable times. He shall submit a Treasurer's Report to the BOARD at reasonable intervals and shall perform all other duties incident to the office of treasurer. He shall collect all ASSESSMENTS and shall report to the BOARD the status of collections as requested.

6.08 Compensation. The officers shall not be entitled to compensation unless the BOARD specifically votes to compensate them.

7. FINANCES AND ASSESSMENTS.

7.01 ASSESSMENT ROLL. The ASSOCIATION shall maintain

an ASSESSMENT roll for each LOT, designating the name and current mailing address of the OWNER, the amount of each ASSESSMENT against such OWNER, the dates and amounts in which the ASSESSMENTS come due, the amounts paid upon the account of the OWNER, and the balance due.

7.02 Depositories. The funds of the ASSOCIATION shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the BOARD from time to time. Funds shall be withdrawn only upon checks and demands for money signed by such officers, directors or other persons as may be designated by the BOARD.

7.03 Application of Payments and Co-mingling of Funds. All sums collected by the ASSOCIATION from ASSESSMENTS may be co-mingled in a single fund or divided into more than one fund, as determined by the BOARD.

7.04 Accounting Records and Reports. The ASSOCIATION shall maintain accounting records according to good accounting practices. The records shall be open to inspection by OWNERS and INSTITUTIONAL LENDERS or their authorized representatives, at reasonable times. The records shall include, but not be limited to, (a) a record of all receipts and expenditures, and (b) the ASSESSMENT roll of the members referred to above. The BOARD may, and upon the vote of a majority of the members shall, conduct a review of the accounts of the ASSOCIATION by a public accountant, and if such a review is made, a copy of the report shall be furnished to each member, or their authorized representative, within fifteen days after same is completed.

8. PARLIAMENTARY RULES

8.01 Roberts' Rules of Order (latest edition) shall govern the conduct of the ASSOCIATION meetings when not in conflict with any DECLARATION, the ARTICLES or these BY-LAWS.

9. AMENDMENTS

Except as otherwise provided, these BY-LAWS may be amended in the following manner:

9.01 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.02 Initiation. A resolution to amend these BY-LAWS may be proposed either by any director, or by or at the direction of ten (10%) percent or more of the members of the ASSOCIATION.

10. MISCELLANEOUS.

10.01 Tenses and Genders. The use of any gender or of any tense these BY-LAWS shall refer to all genders or to all tenses, wherever the so requires.

10.02 Partial Invalidity. Should any of the provisions hereof void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, by and remain in full force and effect.

10.03 Conflicts. In the event of any conflict, the DECLARATION, the ARTICLES, and these BY-LAWS, shall govern, in that order.

10.04 Captions. Captions are inserted herein only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these BY-LAWS or the intent of any provisions hereof.

10.05 Waiver of Objections. The failure of the BOARD or any officers of the ASSOCIATION to comply with any terms and provisions of the DECLARATION, the ARTICLES, or these BY-LAWS which relate to time limitations shall not, in and of itself, invalidate the act done or performed. Any such failure shall be waived if it is not objected to by a member of the ASSOCIATION within ten (10) days after the member is notified, or becomes aware, of the failure. Furthermore, if such failure occurs at a general or special meeting, the failure shall be waived as to all members who received notice of the meeting or appeared and failed to object to such failure at the meeting.

The foregoing was adopted as the BY-LAWS of the ASSOCIATION at the First Meeting of the BOARD on the 23 day of December, 1993.

BAYS END HOMEOWNERS ASSOCIATION, INC.

Antonio Carlesimo
Antonio Carlesimo, Secretary