

BY-LAWS

OF

EAST LAKE WOODLANDS WOODS LANDING TOWNHOMES
UNIT ONE ASSOCIATION, INC.ARTICLE 1 - PRINCIPAL OFFICE

The principal office of East Lake Woodlands Woods Landing Townhomes Unit One Association, Inc. (the "Association"), shall be located in Pinellas County, Florida. The Association may have such additional offices as the Board of Directors may from time to time determine. The Association shall have and continuously maintain at the above office an agent whose office shall be identical with such registered office.

ARTICLE 2 - MEMBERS

Section 1 - Classes. There shall be two classes of members in the Association, one class of which shall be known as A members, and the other of which shall be known as B members, and the qualification of such members, the manner of their admission, and the voting rights of such members shall be as specified in the Articles of Incorporation.

Section 2 - Annual Meeting. The annual meeting of the members shall be held during the month of March in each year at such time and date as may be determined by the Board of Directors. All meetings of the members shall be held at the office of the Association in the County of Pinellas, Florida, or at such other place as may from time to time be determined by the Board of Directors and specified in the notice of such meeting.

Section 3 - Quorum. A majority of the members present, in person or by proxy, shall be requisite at all meetings to constitute a quorum for the election of directors or the transaction of other business.

Section 4 - Term of Directors. At the annual meeting of members, commencing with the annual meeting to be held in the year 1984, the members shall elect by ballot the Board of Directors to serve for one year and until their successors shall be chosen and qualified.

Section 5 - Notice of Meetings. Notice of the annual meeting of the members shall be mailed or delivered by the Secretary or Assistant Secretary to each member at least five (5) days prior to the meeting.

Section 6 - Special Meetings. Special meetings of the members may be called by the President or by a majority of the Board of Directors.

Section 7 - Notice of Special Meetings. Notice of each special meeting of the members, stating in substance the business proposed to be transacted, shall be mailed or delivered by the Secretary or Assistant Secretary to each member at least three (3) days prior to the meeting.

Section 8 - Proxies. At any meeting of members, a member may vote by proxy executed in writing by the member or by his

duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9 - Voting by Mail. Where Directors or Officers are to be elected by members such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 10 - Order of Business. The order of business at annual members' meetings and, as far as practical, at any other members' meeting, shall be:

- (a) Calling of the roll and certifying of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading and disposal of any unapproved minutes;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Election of directors;
- (g) Unfinished business;
- (h) New business;
- (i) Adjournment.

Section 11 - Rights of Members. The members shall not have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Association, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if membership ceases.

ARTICLE 3 - BOARD OF DIRECTORS

Section 1 - Term of Office. The property, affairs, and activities of the Association shall be managed and controlled by the Board of Directors, which shall consist of not less than three nor more than nine Directors, the exact number to be determined at the time of election, which Directors shall hold office for one year and until their successors are duly chosen and qualified. All vacancies in the Board of Directors shall be filled by the remaining Directors. Directors need not be members of the Association.

Section 2 - Annual Meeting. The annual meeting of the Board of Directors shall be held in each year immediately after the annual meeting of the members. No notice of the annual meeting of the Board of Directors need be given.

Section 3 - Place of Meeting. Regular meetings of the Board of Directors may be held at such time and place as may from time to time be determined by resolution of the Board and if so determined by such resolution, may be held without further notice at such time and place.

Section 4 - Special Meetings. Special meetings of the Board may be called by the President on not less than twenty-four (24) hours' notice to each Director and special meetings in like manner shall be called upon the request in writing of a majority of the Directors.

Section 5 - Quorum. The presence of a majority of the members of the Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. The action of a majority of those present shall be deemed to be and shall constitute the action of the Board.

Section 6 - Compensation. Directors shall not receive any compensation for acting as such, but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE 4 - OFFICERS OF THE ASSOCIATION

Section 1 - Slate Of Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may from time to time elect or appoint. All officers elected or appointed by the Board shall hold their respective offices only at and during the pleasure of the Board of Directors.

Section 2 - Combining Offices. Any person may hold two or more offices, except that the President shall not be also the Secretary or Assistant Secretary; but in no case shall one person execute or sign a single instrument of any kind in more than one capacity. Officers need not be members of the Board of Directors.

Section 3 - President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and Directors, shall have active and general management of the affairs of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall be ex officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 4 - Vice-President. The Vice-President, if and when elected, shall perform such duties as may be assigned by the Board of Directors or by the President.

Section 5 - Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the members; he shall attend to the giving and serving of all notices of the Association; he shall have charge of such books and papers as the Board may direct; and shall perform all the duties incidental to this office.

Section 6 - Treasurer. The Treasurer shall have the care and custody of all of the funds and securities of the Association and shall deposit the same in the name of the Association in such banks or depositories as the Board of Directors may from time to time select.

Section 7 - Other Officers. The other officers of the Association shall perform such duties as may be assigned by the Board of Directors or by the President.

ARTICLE 5 - COMMITTEES

Section 1 - Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Direc-

tors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2 - Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and the President of the Association shall appoint the members thereof.

Section 3 - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the person or persons authorized to appoint such member, or unless such member shall cease to qualify as a member thereof.

Section 4 - Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5 - Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6 - Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7 - Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with any rules adopted by the Board of Directors.

ARTICLE 6 - CONTRACTS; CHECKS; DEPOSITS AND FUNDS

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

Section 2 - Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice-President of the Association.

Section 3 - Deposits. All funds of the Association shall be deposited or invested from time to time to the credit of the Association in such banks, trust companies or other depositories or in such other forms of investments as the Board of Directors may select.

Section 4 - Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE 7 - ACCOUNTING PERIOD AND ANNUAL REPORTS

The accounting period of the Association shall be a fiscal year commencing on July 1 and ending on June 30 of each year. The Board of Directors, as soon as practicable after the end of each fiscal year, shall submit to the members a report showing the financial condition of the Association and an accounting of the financial transactions of the Association during such year.

ARTICLE 8 - NOTICE AND WAIVER OF NOTICE

Section 1 - Manner of Notice. Whenever, under the provisions of any statute or the Articles of Incorporation or any of these By-Laws, notice is required to be given to any Director, officer or member, it shall not be construed to require personal notice, but such notices may be given in writing, either personally or by depositing the same in a post office or letter box in a postpaid, sealed wrapper, or by delivering the same to a telegraph company for transmission by wire, the cost thereof being prepaid, in either case addressed to such Director, officer or member at his address as the same appears in the records of the Association; and the time when the same shall be so mailed or delivered to the telegraph company shall be deemed to be the time of the giving of such notice.

Section 2 - Waiver. Any member or Director may waive in writing or by telegraph any notice required to be given under any provision of any statute, or of the Articles of Incorporation, or of these By-Laws, either before, at or after the meeting or other event of which notice is so provided; and all members or Directors present at any meeting shall be deemed to have waived any and all notice thereof.

Section 3 - Conflicts. In the event of any conflicts between the provisions and requirements hereof or the provisions and requirements imposed by the Declaration Of Covenants And Restrictions For East Lake Woodlands Woods Landing Townhomes Unit One, said Declaration shall control and prevail.

ARTICLE 9 - REIMBURSEMENT AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify and hold harmless each person who shall serve at any time as a Director or officer of the Association from and against any and all claims and liabilities to which such person shall or may become subject by reason of his having heretofore or hereafter been a Director or officer of the Association, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, except that no such person shall be indemnified against or be reimbursed for any expense incurred in

connection with any claim or liability which shall be finally adjudged to have arisen out of his own gross or willful negligence or misconduct. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he lawfully may be entitled nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any proper case even though not specifically provided for herein. The Association, its Directors, officers, employees, and agents, shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.

ARTICLE 10 - MAINTENANCE ASSESSMENTS

The Board of Directors of the Association shall have the right and power to subject, and shall subject each Lot located in the subdivision known as East Lake Woodlands Woods Landing Townhomes Unit One, according to the plat thereof recorded or to be recorded in the current public records of Pinellas County, Florida, to an annual maintenance assessment as provided in the covenants and restrictions applicable to said development. The Board of Directors of the Association shall also have the right and power to subject, and shall subject to such annual maintenance assessments, each Lot located in additional subdivisions of lands contiguous to or nearby East Lake Woodlands Woods Landing Townhomes Unit One, hereafter designated by the Developer of East Lake Woodlands Woods Landing Townhomes Unit One, if and to the extent such Developer by appropriate recorded covenants and restrictions or other recorded instrument shall so provide and authorize.

ARTICLE 11 - SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporation Not For Profit - Seal - 1983 - Florida".

ARTICLE 12 - AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3rds) vote of the members present and voting at a regular annual meeting, or a special meeting called for that purpose, if at least fifteen (15) days written notice is given in advance of such meeting of intention to alter, amend or repeal, or to adopt new By-Laws at such meeting, except that no such action shall adversely affect the rights of third parties already vested by reason of prior authorized corporate action.

The foregoing were adopted by the By-Laws of East Lake Woodlands Woods Landing Townhomes Unit One Association, Inc., a Florida nonprofit corporation, at the first meeting of the board of directors on September 28, 1983.

SUBMITTED:

15/
Secretary - John Nelson

APPROVED:

15/
President - Allan R. Rutberg

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