

RETURN TO:

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ZACUR, GRAHAM & COSTIS, P.A.
5200 Central Avenue
St. Petersburg, FL 33707

AMENDED AND RESTATED
BY-LAWS
OF
TOWNHOMES AT NORTHEAST ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is TOWNHOMES AT NORTHEAST ASSOCIATION, INC., a Florida Corporation Not-For-Profit, hereinafter referred to as the "Association". The principal office of the corporation shall be located at ~~4900 H Creekside Drive, Clearwater, Florida 33760~~ 4910 1st St. North, St. Petersburg, FL 33703, but meetings of members and directors may be held at such places within the State of Florida, County of Pinellas, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to TOWNHOMES AT NORTHEAST ASSOCIATION, INC., a Florida Corporation Not-For-Profit, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Areas" shall mean all real property (including the improvements thereto) for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean any residential lot shown on the recorded subdivision plat as referred to herein with the exception of the Common Areas. The subdivision shall contain ~~eighteen (18) Lots~~ forty-two (42) Lots,

Section 5. "Dwelling" shall mean any individual dwelling located within a structure located in the subdivision.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

~~Section 8. "Declarant" or "Developer" shall mean and refer to Overlook LC. A Florida Limited underdeveloped Lot from the Declarant for the purpose of development, Overlook LC., shall at all times have the right to assign its interest herein to any successor or nominee.~~

Section 9 8. "Declaration" shall mean and refer to the Sun Ketch Townhomes At Northeast Declaration of Covenants, Conditions, and Restrictions and Easements applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida.

Section ~~10~~ 9. "Maintenance of Common Areas and Easements" shall mean the exercise of reasonable care to keep any buildings, roads, landscaping, lighting, utilities and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted. Maintenance of landscaping shall further mean the exercise of generally accepted garden-

management practices necessary to promote a healthy, weed free environment for optimum plant growth.

ARTICLE III
MEETING OF MEMBERS

Section 1. ANNUAL MEETINGS: ~~The first annual meeting of the members shall be held within one year from the date of incorporation of the association, and each subsequent regular annual meeting of the members shall be held on the first Monday of November of each Year thereafter, at the hour of 7:30 o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The first meeting of the Board of Directors of the Association shall be immediately preceding the annual meeting of the members. The annual meeting of the Association is to be held each year within the first two weeks of November, on such date and at such time and place in Pinellas County, Florida, as the Board determines.~~

Section 2. SPECIAL MEETINGS: Special meetings of the members may be called at anytime by the President or by the Board of Directors, or upon written request of the members. ~~who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.~~

Section 3. NOTICE OF MEETINGS: ~~Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the members address appearing on the books of the association, or supplied by each member to the association for the purpose of notice. Notice of annual meetings shall be electronically transmitted to all homeowners at least 14 days in advance of the meeting. Notice of Special meetings shall be electronically transmitted to all homeowners at least 14 days in advance of the meeting, Such notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.~~

Section 4. QUORUM: The presence at the meeting of members entitled to cast, or of the proxies to cast, one-third (1/3) of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of the Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. PROXIES: At all meetings of members, each member may vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. VOTE REQUIRED: At every meeting of the members, the owner or owners of each Unit or Lot, either in person or by proxy, shall have the right to cast one vote, as set forth in the Declaration. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the questions is one upon which, by express provision of the Declaration of Covenants, Conditions, and Restrictions and Easements, hereinafter referred to as the "Declaration", the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

Section 7. ORDER OF BUSINESS: The order of business at all annual or special meetings of the members shall be as follows:

- A. Roll Call
- B. Proof of notice of meeting or waiver of notice
- C. ~~Reading of minutes of previous meeting~~
- D. Reports of Committees
- E. Election of officers or directors (if election to be held)
- F. ~~Unfinished Business~~
- G. New Business
- H. Review of budget vs actual (Annual Meeting only)
- I. Adjournment

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. NUMBER: The affairs of this Association shall be managed by a Board of not less than three (3) directors, and not more than nine (9) members. All elected members of the Board of Association must be current homeowners in good standing and full time residents. who need not be members of the association.

Section 2. TERM OF OFFICE: ~~At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect three one (1) director for a term of three (3) years. Each director shall be elected for a term of three (3) years.~~

Section 3. REMOVAL: Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. COMPENSATION: No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. ACTION TAKEN WITHOUT A MEETING: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval ~~or, if the directors, of a majority of the directors.~~ Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATIONS: ~~Nomination for election to the Board of Directors shall be submitted to the Board 30 days prior to the annual meeting. shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the board of directors, and two or more members of the association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of next annual meeting and such appointment should be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.~~

Section 2. ELECTION: Election to the Board of Directors shall be by secret ballot. At each election the members or their proxies may cast, in respect to each vacancy, as in any votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at the discretion of the Board. ~~monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.~~

Section 2. SPECIAL MEETINGS: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

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

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. **POWERS:** The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Areas and Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and or rules for the infractions thereof;
- (b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment leveled by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise, for the Association, all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefore, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;
- (f) accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors; and
- (g) delegate to and contract with financial institution for collection of the assessments of the Association.

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-quarter (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual ~~any and all~~ assessments, ~~against each Lot at least thirty (30) days in advance of each annual assessment period;~~
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

- (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) To procure an maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the Directors may be necessary or desirable for the Association in addition to the insurance required to be carried by the Association as set forth in the Declaration, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors.
- (f) To cause the Common Areas and Easements and Building Exterior to be maintained, as specified in the Declaration.
- (g) To fix and determine the amount of special assessments for capital improvements as set forth in the Declaration described herein above, to send written notice of each special assessment to every owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment; and
- (h) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (i) Elect, but is not required to, carry officers and directors liability insurance, insuring the officers and Directors against any claims made against them whatsoever, except claims of willful negligence and misfeasance of office.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICERS: The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may, from time to time, by resolution create.

Section 2. ELECTION OF OFFICERS: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. TERM: The officers of this Association shall be elected annually by the Board and each shall hold for one (1) year unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. COMMITTEES:

- (a) The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion.
- (b) STANDING COMMITTEES: The Board shall appoint such standing committees as are required under the Declaration, the Articles or these By-Laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine, in its discretion.
- (c) ARCHITECTURAL CONTROL COMMITTEE: The Association shall appoint an Architectural Control Committee, as provided in the Declaration.

~~(d) NOMINATING COMMITTEE: As provided by these By Laws, in addition, the Board of Directors shall appoint a nominating committee and other committees as deemed appropriate in carrying out its purpose.~~

Section 5. RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified there in, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. MULTIPLE OFFICES: The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

- (a) PRESIDENT
The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; ~~shall sign all leases, mortgages, deeds and other written instruments~~ and shall co-sign all checks and promissory notes.
- (b) VICE PRESIDENT
The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- (c) SECRETARY
The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the association together with their addresses, and shall perform such other duties as required by the Board.
- (d) TREASURER
The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, if requested by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member of the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X
OBLIGATIONS OF OWNERS

Section 1. PETS When in common areas, all animals must be accompanied and on a leash. Areas behind gates or between buildings must not be used as pet runs. Animal waste must be

picked up immediately after deposit and tossed in the owner's trash bin. Owner's violating these rules will be subject to a \$25 fine for each violation and such fine. The association may bring an action at law against the owner personally obligated to pay any fine and may foreclose that fine as allowed by the Law. Any costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

Section 2. RULES AND REGULATIONS All homeowners must comply with any and all additional rules and regulations put forth by the Board of Directors.

~~ARTICLE XI~~
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien, upon the property against which the assessment is made. Any monthly installments of any assessments which are not paid when due shall be delinquent. If the monthly installment or the assessment is not paid within ten (10) days after the due date, the assessment shall be subject to a late fee of \$15.00 and in addition bear interest from the due date at the rate of 18% per annum, and if the assessment is not paid within 30 days after the due date, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-us of the Common Area or abandonment of his Lot.

~~ARTICLE XII~~
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: TOWNHOMES AT NORTHEAST ASSOCIATION, INC., a Not-For-Profit Florida Corporation.

~~ARTICLE XIII~~
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

~~ARTICLE XIII~~
MISCELLANEOUS

Section 1. FISCAL YEAR: The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation of the Association.

Section 2. INDEMNIFICATION: The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Resolved, these By-Laws were hereby adopted and approved by the Board of Directors and same shall be recorded in the Public Records of Pinellas County, Florida.

TOWNHOMES AT NORTHEAST ASSOCIATION, INC.

BY: [Signature]
President

BY: [Signature]
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of November, 2018, by Catherine Morrow, the President and JENNIFER PETERSON, the Secretary, who are personally known to me or who have produced _____ as identification and who did take an oath and depose and says that they executed the foregoing By-Laws and acknowledge to and before me that they executed said By-Laws for the purpose therein expressed.

Witness my hand and official seal this 30 day of November, 2018.

[Signature]
Notary Public

My commission expires:

3/10/20

