

BYLAWS

OF

THE UNITED ASSOCIATIONS OF TOWN APARTMENTS NORTH, INC.

(a corporation not for profit  
under the laws of the State of Florida)

ARTICLE I

GENERAL

Section 1 1 IDENTITY. These are the bylaws (the "Bylaws") of The United Associations of Town Apartments North, Inc., (the "ASSOCIATION"), a corporation not for profit under the laws of the State of Florida, organized pursuant to the provisions of Chapter 617, Florida Statutes. The "ASSOCIATION" consists of eighteen (18) incorporated Condominium Associations located at the Town Apartments North Condominium Complex. They are as follows:

- TOWN APARTMENTS, INC., NO. 1
- TOWN APARTMENTS, INC., NO. 2
- TOWN APARTMENTS, INC., NO. 3
- TOWN APARTMENTS, INC., NO. 4
- TOWN APARTMENTS, INC., NO. 5
- TOWN APARTMENTS, INC., NO. 6
- TOWN APARTMENTS MANOR, INC., NO. 7
- TOWN APARTMENTS, INC., NO. 8
- TOWN APARTMENTS, INC., NO. 9
- TOWN APARTMENTS, INC., NO. 10

TOWN APARTMENTS, INC., NO. 11  
TOWN APARTMENTS, INC., NO. 12  
TOWN APARTMENTS, INC., NO. 14  
TOWN APARTMENTS, INC., NO. 15  
TOWN APARTMENTS, INC., NO. 16  
TOWN APARTMENTS, INC., NO. 17  
TOWN APARTMENTS, INC., NO. 18  
TOWN APARTMENTS, INC., NO. 19

Section 1.2 PURPOSE AND AUTHORIZATION. The eighteen (18) Condominium Associations named herein have joined to form The United Associations of Town Apartments North, Inc. This "ASSOCIATION" is organized to guide and assist each Condominium Association and each owner of a separate Condominium unit in all matters of common interest pertaining to the management and operation of the Town Apartments North Condominium Complex. This "ASSOCIATION" derives its authority and power through a delegation of authority and power, by and through each Condominium Association as provided herein. These Condominium Associations, by and through their Board of Directors, are empowered to form the "ASSOCIATION" and to delegate to the "ASSOCIATION", the powers and duties provided herein. Any power or authority not expressly delegated to the "ASSOCIATION" shall remain with the Condominium Associations as provided within their respective Declaration of Condominium. This "ASSOCIATION" is governed by the provisions of Florida Statute Chapter 617, Florida Statutes.

Each Condominium Association herein named, has and/or will approve and accept these Bylaws by proper vote of each respective Board of Directors at a duly held Board of Directors meeting at which unit owners were present.

Section 1.3 FISCAL YEAR. The fiscal year of the "ASSOCIATION" shall be as is determined by the Board of Directors of the "ASSOCIATION".

Section 1.4 SEAL. The seal of the "ASSOCIATION" shall bear the name of the corporation, the word "Florida", the words, "Corporation not for profit", and the year of incorporation.

Section 1.5 DEFINITIONS. The terms used herein shall be as defined in the Articles of Incorporation (the "Articles") for the "ASSOCIATION" or as otherwise defined herein.

## ARTICLE 2

### BOARD OF DIRECTORS

#### Section 2.1 NUMBER AND QUALIFICATION.

(a) the affairs of the "ASSOCIATION" shall be governed by a Board of Directors (alternatively the "Board" or "Directors") consisting of eighteen (18) persons, each being the elected President of the Board of Directors of each of the eighteen (18) Condominium Associations, as previously named herein, with Article 1. No Director shall represent more than one Condominium Association.

(b) The terms of each Director shall be one year.

Section 2.2 VACANCY AND REPLACEMENT. If the office of any Director becomes vacant by reason of death, disqualification, resignation, or otherwise, the Board of Directors of that Condominium Association shall meet at a duly called meeting and elect a successor who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 2.3 INITIAL BOARD OF DIRECTORS. The Directors of the initial Board of the "ASSOCIATION" shall hold office and exercise all powers of the Board until the first election of the Board, anything herein to the contrary notwithstanding, provided any of said Directors shall be subject to replacement as above provided.

#### Section 2.4 POWERS OF BOARD OF DIRECTORS.

(a) The Board shall effect all of the powers granted to the "ASSOCIATION" by Chapter 617, Florida Statutes, or as granted by Article V of the Articles of Incorporation, except as may be specifically prohibited therein by these ByLaws.

(b) The Board has the power to adopt and amend reasonable rules and regulations (the "Regulations")

as authorized by Section 5.2(a) of the Articles. The Regulations of the "ASSOCIATION" until amended, shall be as set forth in Exhibit "1" attached hereto and incorporated herein by reference. In no case shall the Regulations amend or conflict with the Declaration of Condominium ByLaws or restrictive covenants of the Condominium Associations located within Town Apartments North Condominium Complex. The secretary of the "ASSOCIATION" shall maintain all rules and regulations and shall furnish to each Director a copy of same.

(c) The Directors may, pursuant to Florida Statutes 617.10(3), impose fines in reasonable sums as they deem appropriate against Members for violations of the "ASSOCIATION" documents, including the Rules and Regulations, by Members or their guests or invitees and to collect the same as an assessment. No fine shall be imposed until the Member has been given an opportunity to be heard before the Board if said Member desires a hearing and so notifies the president within ten (10) days of receiving notice that a fine is being proposed against the Member.

(d) In all matters pertaining to common interest/ areas each Condominium Association hereby formally and officially delegates and grants to The United Associations of Town Apartments North, Inc., all powers, duties and responsibilities that each respective Condominium Association, as previously named herein, possesses, controls, or administers as same shall affect matters of common interest, subject to the terms of these Bylaws. Those matters to be delegated to The United Associations of Town Apartments North, Inc., by each Condominium Association, shall be determined by each Condominium Association and by The United Associations of Town Apartments North, Inc., at a duly called meeting. Those matters not delegated to The United Associations of Town Apartments North, Inc., by the respective Condominium Associations, shall be the sole responsibility of the Condominium Association not so delegating responsibility.

(e) The "ASSOCIATION" shall have the power to purchase, lease, or use real or personal property necessary to the Complex subject to the terms and conditions herein. The "ASSOCIATION" shall have the power to borrow monies necessary to accomplish all matters contained within these Bylaws, which are necessary to the Complex.

Section 2.5

MEETINGS.

- (a) The annual meeting of the Board each year shall be held on the first Wednesday of March, provided a quorum shall then be present or as soon thereafter as may be practicable.
- (b) Any Director may, at any time, waive notice of any meeting of the Board in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof.
- (c) General meetings of the Board may be set by the Board to occur on a regular basis throughout the year. At such general meetings, all business of the "ASSOCIATION" shall be discussed and all meetings shall be conducted pursuant to Robert's Rules of Order. General meetings shall be open to all members and notice of such general meeting shall be posted as provided herein.
- (d) Special meetings of the Board may be called by the president on five days notice to each Director. Special meetings shall be called by the president or secretary in a like manner and on like notice on the written request of eight (8) Directors.
- (e) Notwithstanding the requirements as to notice contained above, all meetings of the Board, in which a vote shall be taken, shall be open and notices of such meetings stating the place and time thereof shall be posted conspicuously at least forty-eight (48) hours prior to any such meeting to call attention thereto; provided, however, in the event of any emergency, such notice shall not be required. The Board may call workshop meetings to discuss appropriate business which workshop meetings shall not be open meetings, unless the Board, in its discretion, shall declare those workshop meetings to be open meetings.
- (f) At all meetings of the Board, two-thirds (2/3) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of two-thirds (2/3) of the Directors present at the meeting in which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present

in any meeting of the Board, the Directors present at the meeting may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

(g) Each Director shall have one vote and such vote may not be by proxy.

(h) Meetings of the Board may be held by "conference call" so long as all those in attendance at the Board meeting are able to hear and monitor (by loud speaker or other such device) the entire Board meeting and the notice requirements of the section are satisfied.

(i) All actions of the Board of Directors must be approved by two-thirds (2/3) of all votes cast by those Board of Directors present at a meeting at which there is a quorum.

Section 2.6 ORDER OF BUSINESS. The order of business at all meetings of the Board shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of last meeting.
- (d) Reading of treasurer's report.
- (e) Consideration of communications.
- (f) Reports of officers and employees.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) Resignation and election of officers.
- (j) Original resolutions and new business.
- (k) Adjournment.

Section 2.7 COMPENSATION. No person shall receive any compensation from the "ASSOCIATION" for acting as Director.

Section 2.8 FINANCIAL STATEMENT. The Board will present, as directed by the Board, a financial statement, either quarterly, semi-annually, or annually, which financial statement shall provide

a full and clear statement of the business and condition of the "ASSOCIATION". Notwithstanding any provision to the contrary, the Board will present at the annual meeting, a full and clear statement of the financial condition of the "ASSOCIATION".

### ARTICLE 3

#### OFFICERS

Section 3.1 DESIGNATION. The principal officers of the "ASSOCIATION" shall be the president, the vice-president, the secretary and the treasurer, all of whom shall be elected by the Board. The Board may appoint an assistant treasurer, and assistant secretary, and such other officers or committees as in its judgment may be necessary. The Board may appoint such other officers or committee members or chairmen, as the Board in its judgment may deem necessary, and such other officers or committee members or chairmen need not be a Board of Director member. The president, vice-president, and all other officers shall be members of the Board. Any two offices may be held by the same person, except the offices of president and vice-president.

Section 3.2 ELECTION OF OFFICERS. The officers of the "ASSOCIATION" shall be elected annually, as previously provided herein, by the Board at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3.3 REMOVAL OF OFFICERS. Upon the affirmative vote of two-thirds (2/3) of the members of the Board, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

Section 3.4 PRESIDENT. The president shall be the chief executive officer of the "ASSOCIATION". He shall preside at all meetings of the Members and of the Board. He shall have all of the general powers and duties which are incident to the office of president of a not-for-profit corporation organized under the laws of the State of Florida, including but not limited to the power to appoint committees from among the members and Board from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the "ASSOCIATION". The President's authority to appoint committees is in addition to the Board's authority to appoint committees as provided within Article Three, Section 3.1. The president shall be an ex-officio member of all committees.

Section 3.5 VICE-PRESIDENT. The vice-president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If neither the president nor the vice-president is able to act, the Board shall appoint some

other member of the Board to act in the place of the president, on an interim basis. The vice-president shall also perform such other duties as shall from time to time be imposed upon him by the Board or by the president.

Section 3.6 SECRETARY. The secretary shall keep the minutes of all meetings of the Members and the Board; he shall have charge of the books and papers as the Board may direct; and he shall, in general, perform all the duties incident to the office of secretary of a not-for-profit corporation organized under the laws of the State of Florida.

Section 3.7 TREASURER. The treasurer shall have the responsibility for "ASSOCIATION" funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Board of Directors, and he shall, in general, perform all of the duties incident to the office of treasurer of a not-for-profit corporation organized under the laws of the State of Florida. He may endorse on behalf of the "ASSOCIATION" for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the "ASSOCIATION" in such banks as the Board may designate. He may have custody of and shall have the power to endorse for other investment instruments owned or controlled by the "ASSOCIATION", or as fiduciary for others. The treasurer, with approval of the Board, shall have the right to retain a Certified Public Accountant or other individuals or organizations to aid in the preparation of the financial information which the treasurer herein must prepare and provide.

Section 3.8 AGREEMENTS, CONTRACTS, DEEDS, CHECKS, ETC. All agreements, contracts, deeds, leases, checks, and other instruments of the "ASSOCIATION" shall be executed by any two officers, one of which must be the treasurer, of the Board or by such other persons as may be designated by the Board, provided that any such instruments, except checks, have been approved by action of the Board.

#### ARTICLE 4

##### MEMBERSHIP

Section 4.1 ASSOCIATION MEMBERSHIP.

(a) Member. A member shall be the owner or owners of a condominium unit within any of the named Condominium Associations as herein provided. Each member shall be an equal participant in the



"ASSOCIATION" and shall further participate equally in all benefits and/or liabilities that may exist.

(b) Members meetings. Members meetings shall be held for the purpose of providing information to the members and seeking input from them. They may be called by the secretary at the direction of the president of the "ASSOCIATION". The secretary shall also call such a meeting when requested in writing by the majority of the Board. This section does not provide regularly scheduled members' meetings, and there shall be members' meetings only when called as provided herein.

(c) Membership term. A member shall only be a member so long as he owns a condominium unit within an "ASSOCIATION" as previously named herein.

(d) Right to vote. Members do not have an individual right to vote. The Board of Directors of the "ASSOCIATION" have the right to vote. Each member of the Board of Directors of the "ASSOCIATION" has a fiduciary duty to each member of his or her respective Condominium Association that he or she represents as president. However, each member has the right to express his opinion at a members' meeting duly called by the president or secretary of the "ASSOCIATION" as provided herein.

## ARTICLE 5

### NOTICES

Section 5.1 DEFINITIONS. Whenever, under the provisions of the Florida Statutes or of these ByLaws, notice is required to be given to any Director, it shall also be construed to mean: personal notice (telephone communication), by mail, by depositing the same in a post office or letter box in a post paid envelope addressed to the address of the Director as it appears on the books of the Association or by hand delivery of such notice to the Director.

Section 5.2 SERVICE OF NOTICE: WAIVER. Whenever any notice is required to be given under the provisions of the Florida Statutes or of these ByLaws, 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 deemed the equivalent thereof.

Section 5.3 NOTICE. Written notice of any regular, annual or special meeting of Directors, stating time, place and objective thereof, as provided herein, shall be given to each Director as

provided within Section 5.1 herein. As to any annual meeting, fourteen (14) days advance written notice shall be given to each Director. As to any special meeting, five (5) days advance notice shall be given to each Director and/or as provided herein. As to any regular meeting, five (5) days advance notice shall be given to each Director and/or as provided herein.

## ARTICLE 6

### FISCAL MANAGEMENT

Section 6.1 MANAGEMENT. The Board of Directors of the "ASSOCIATION" shall guide and assist in the management of all common use areas of The United Associations of Town Apartments North, Inc., as hereinafter defined. In addition to the powers and duties of the "ASSOCIATION" as previously enumerated, the Board of Directors shall have the responsibility to perform the following:

(a) Provide to each of the eighteen (18) Condominium Associations before NOV. 30th of each year, or as determined by the Board of Directors, the estimated annual expenses of the common areas, if any, owned by the "ASSOCIATION", for the ensuing fiscal year and the proportionate share of the expenses for each Condominium Association. These expenses shall consist of, but not be limited to, the following:

- (i) Compensation for management agent;
- (ii) Maintaining security and security walls;
- (iii) Maintaining roads and parking areas;
- (iv) Maintaining lawn and landscaping;
- (v) Maintaining recreational facilities;
- (vi) Water, sewer, power and other utilities, services, including but not limited to, trash/garbage, not billed to the Condominium Associations or owners of individual apartments;
- (vii) Reconstruction of common use areas after casualty;
- (viii) Improvements of common use property;
- (ix) Operation of the "ASSOCIATION";
- (x) Maintaining lighting of grounds;

- (xi) Fire, flood, extended coverage and liability insurance and fidelity bond premium or Directors liability insurance when the same are required and due and payable;
  - (xii) Deferred maintenance expenses, if any, of the "ASSOCIATION".
- (b) Assisting the Condominium Associations. The Board of Directors shall aid, upon request, the individual Condominium Associations previously named herein, in the preparation of their budgets as required by their individual Declaration of Condominiums.
- (c) Adoption of Budget for the Fiscal Year. The Board of Directors of the "ASSOCIATION" shall approve an annual budget for the common use areas prior to NOV. 15th of each year, and such budget shall be approved by two-thirds (2/3) of the Board of Directors.
- (d) Notice of Budget Consideration. The Board of Directors shall consider a budget and give each Board of Director written notice of the time and place at which the Board of Directors shall consider a budget along with a copy of the proposed budget. The proposed budget must be provided to each Board of Director at least FOURTEEN (14) days prior to the meeting at which the budget will be considered.

## ARTICLE 7

### COMMON USE AREAS

Section 7.1 COMMON USE AREAS. The common use areas are those areas owned by the "ASSOCIATION".

Section 7.2 COMMON USE AREA ASSESSMENTS. Each member of the "ASSOCIATION" shall be responsible for a proportionate assessment or expense necessary to maintain the common use areas as previously defined herein. These expenses or assessments are in addition to the expenses or assessments as required by the Declaration of Condominium for each of the eighteen (18) Condominium Associations previously named herein. These expenses or assessments as provided herein, shall be provided within the budgets provided to the individual Associations and shall be paid directly to the management organization or "ASSOCIATION".

## ARTICLE 8

### AMENDMENT OF BYLAWS

The ByLaws of the "ASSOCIATION" as contained herein, may be altered, amended or repealed as provided herein upon the following occurring:

Section 8.1 RESOLUTION OF AMENDMENT. The ByLaws of the "ASSOCIATION" may be amended only by the Board, by resolution of two-thirds (2/3) vote at a duly called meeting of the Board of Directors determining that alteration, amendment or repeal should occur. Said resolution must be prepared in writing by the secretary of the "ASSOCIATION" and must appear in the official minutes of the "ASSOCIATION". The resolution shall be voted upon as hereinafter provided.

Section 8.2 AMENDMENT VOTE. After the resolution as provided herein has been approved by two-thirds (2/3) of the Board, the Board may amend, repeal or alter these ByLaws at a duly called meeting by vote of two-thirds (2/3) of the Board. Proper notice to all Board members as provided herein shall be required. The secretary of the "ASSOCIATION", after the amendment or alteration has been approved, as provided herein, shall prepare or direct to be prepared, an amendment to these ByLaws which amendment shall be placed within the official ByLaws of the "ASSOCIATION" and a copy of the amendment provided to each Board member.

## ARTICLE 9

### MISCELLANEOUS

Section 9.1 PROCEDURAL QUESTIONS. Unless otherwise provided by the "ASSOCIATION", procedural questions shall be governed by the most recent revision of Robert's Rules of Order.

Section 9.2 EFFECTIVE DATE. These ByLaws shall not become effective until it has been executed by all of the eighteen (18) Condominium Associations hereto.

Section 9.3 BINDING. These ByLaws shall be binding upon and inure to the benefit of each Condominium Association named herein.

Section 9.4 SEVERABILITY. All rights, powers and remedies provided herein may be exercised only to the extent that the exercise thereof does not violate any applicable laws and are intended to be limited to the extent necessary so that they will not render this agreement invalid, or unenforceable, the validity of the other terms of this agreement shall in no way be effected thereby.

Section 9.5 HEADING. The Article headings contained in these ByLaws are for reference purposes only and shall not in any way affect the meaning, content or interpretation of this Agreement.

Section 9.6 ASSIST. The "ASSOCIATION" has the power to assist (upon request of an individual Condominium Association) in solution of problems existing within the Condominium Association.

Section 9.7 INSURANCE. The Board shall have the right to purchase and maintain all policies of insurance which shall, if necessary, provide for physical damage insurance, liability insurance, Board of Directors' insurance, general liability insurance, or any other insurance as required by the Board.

Section 9.8 ATTORNEY'S FEES. In any proceeding arising out of any alleged default by a member or an individual Condominium Association, the prevailing party shall be entitled to recover the costs of such proceeding and such attorney's fees as may be determined by the court.

The foregoing were adopted as the ByLaws of The United Associations of Town Apartments North Inc., a Florida corporation not-for-profit, the 23 day of APRIL, 1986.

Approved:

Walter T. Rataloff  
President

THE UNITED ASSOCIATIONS OF  
TOWN APARTMENTS NORTH, INC.

George F. Leadbeter  
Secretary

The foregoing were accepted by each of the Condominium Associations as previously named herein on the 23 day of April, 1986.

Louis S. Silagy V. Pres.  
NO. 1

Bruce W. Smith V. P.  
NO. 2

Concha O'Regan Pres.  
NO. 3

Russell A. Cufano  
NO. 10

Ann J. Gillen  
NO. 11

George F. Leadbeter  
NO. 12