

500986

FILED FOR RECORD  
BOOK AND PAGE ABOVE  
RECORD VERIFIED

BY-LAWS

1987 APR -2 PM 1:22

OF

OCEANSIDE VILLAGE HOMES ASSOCIATION IV, INC.

FREDA WRIGHT  
CLERK OF CIRCUIT COURT  
INDIAN RIVER CO., FLA.

Donna Davis, D.C.

1. IDENTITY

These are the By-Laws of OCEANSIDE VILLAGE HOMES ASSOCIATION IV, INC., a corporation not for profit organized under the laws of the State of Florida, the Articles of Incorporation of which (hereinafter the "Articles of Incorporation") were filed in the office of the Secretary of State on March 25, 1987. OCEANSIDE VILLAGE HOMES ASSOCIATION IV, INC., hereinafter called the "Association", has been organized as a property owners association having those powers described in the Articles of Incorporation.

The terms and provisions hereof are expressly subject to the terms, provisions, conditions and authorizations of the Articles of Incorporation and the Covenants and Restrictions recorded in Official Record Book 764, Page 2024, including all amendments and supplements thereto, recorded in the public records of Indian River County, Florida, as the same may hereafter be amended (hereinafter the "Covenants and Restrictions"). The terms and provisions of the Articles of Incorporation and Covenants and Restrictions shall be controlling in the event they conflict with these By-Laws.

2. MEMBERSHIP; VOTING; QUORUM; PROXIES

a. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in Article III of the Articles of Incorporation and Article IV of the Covenants and Restrictions. The provisions of said Article III of the Articles of Incorporation and Article IV of the Covenants and Restrictions are incorporated herein by reference.

b. A quorum at members' meetings shall be determined by the provisions of the Articles of Incorporation.

c. The vote of the owners of a Lot (as defined in the Covenants and Restrictions) owned by more than one person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the owners of the Lot and filed with the Secretary of the Association, and such certificate shall be valid until revoked by subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose.

SHERMAN S. SMITH, III  
886 DAHLIA LANE  
VERO BEACH, FL 32963

O. R. 0764 PG 2056

d. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and meeting.

e. Approval or disapproval of a member upon any matter, whether or not the subject of an Association meeting, shall be by the same person who would cast the vote of such member if in an Association meeting.

f. Except where otherwise required under the provisions of the Articles of Incorporation, these By-Laws, the Covenants and Restrictions, or where the same may otherwise be required by law, the affirmative vote of a majority of the members, represented at any duly called members' meeting at which a quorum is present, shall be binding upon the members.

g. As used herein, the term "member" or "members" shall include both Class A and Class B members.

### 3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

a. The annual members' meeting shall be held at the office of the Association during the month of January or February of each year for the purpose of electing Governors and of transacting any other business authorized to be transacted by the members.

b. Special members' meetings shall be held whenever called by the President or Vice President, or by a majority of the Board of Governors, or by written request of at least two-thirds of the members in good standing.

c. Notice of all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association, or other officer of the Association in the absence of said officers, to each member, unless waived in writing. The notice shall be written or printed and state the time and place and object for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days nor more than sixty (60) days prior to the date set for such meeting and the notice shall be mailed or presented personally to each member within said time. If presented personally, receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Such mailing shall be evidenced by the affidavit of the person giving such notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the

O. R. 0764 PG 2057

holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

d. The order of business at annual members' meeting and, as far as practical, at any other members' meeting, shall be:

- (i) Election of Chairman of the meeting;
- (ii) Calling of the roll and certifying of proxies;
- (iii) Proof of notice of meeting or waiver of notice;
- (iv) Reading and disposal of any unapproved minutes;
- (v) Reports of officers;
- (vi) Reports of committees;
- (vii) Election of governors;
- (viii) Unfinished business;
- (ix) New business;
- (x) Adjournment.

#### 4. BOARD OF GOVERNORS

a. The first Board of Governors of the Association, and succeeding Boards of Governors, shall consist of not less than three (3) nor more than nine (9) persons. At least a majority of the Board of Governors shall be members of the Association, or shall be authorized representatives, officers or employees of a corporate member of the Association.

b. Election of Governors shall be conducted in the following manner:

1. Election of Governors will be held at the annual members' meetings.

2. A nominating committee of at least three (3) members, with at least one (1) member to be a member of the Board of Governors, will be appointed by the Board of Governors not less than sixty (60) days prior to the annual members' meeting. The nominees shall be made known to the President not less than thirty (30) days prior to the annual members' meeting. The names of those persons so nominated, together with the names of the members of the nominating committee, shall be set forth in the notice of the meeting mailed to members. Other nominations may be made from the floor.

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

4. Any Governor may be removed by the Board of Governors whenever, in the judgment of the Board, the best interests of the Association will be served thereby, by a two-thirds (2/3) vote of the Board of Governors.

5. Vacancies in the Board of Governors occurring between annual meetings of members shall be filled by a majority vote of the remaining members of the Board, and persons so appointed shall serve until the next annual meeting, and until his successor has been elected, at which time the members of the Association shall elect a person to fill the vacancy for the remaining term.

c. Each Governor shall serve for a one year term, or until such time as his successor is elected.

d. The organizational meeting of a newly elected Board of Governors shall be held within ten (10) days of their election, at such time and at such place as shall be fixed by the Governors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary provided a quorum shall be present.

e. Regular meetings of the Board of Governors may be held at such time and place as shall be determined from time to time by a majority of the Governors. Notice of regular meetings shall be given to each Governor, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, unless notice is waived.

f. Special meetings of the Governors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the members of the Board. Not less than ten (10) days' notice of a meeting shall be given to each Governor, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting.

g. Any Governor may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

h. A quorum at a meeting of the Board of Governors shall consist of a majority of the Board of Governors.

i. The presiding officer of Governors' meetings shall be Chairman of the Board, if such an officer has been elected; and if none, then the Governors present shall designate one of their number to preside.

j. No compensation shall be paid to a member of the Board of Governors.

k. The Board of Governors shall not be liable or responsible for the destruction or the loss, or damage to, the property of, any member or the guest of any member, or visitor, or other person. Every member of the Board of Governors, every

officer of the Association and the General Manager (if one has been employed) shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a member of the Board of Governors, an officer of the Association or the General Manager at the time such expenses are incurred, except in such cases wherein the members of the Board of Governors, an officer of the Association or General Manager is guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member of the Board of Governors, an officer or the General Manager seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Governors approves such settlement and reimbursement as being the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board of Governors, an officer or the General Manager may be entitled. Association funds shall be used to purchase a policy or policies of insurance protecting the Association and/or the members of the Board of Governors against liabilities incurred by reason of corporate acts or a person being or having been a member of the Board of Governors, an officer or the General Manager of the Association.

1. The first Board of Governors shall consist of the three (3) individuals so designated in the Articles of Incorporation. Such individuals shall continue to serve as Governors until their successors are elected.

#### 5. OFFICERS

a. The executive officers of the Association shall be a President, a Secretary, a Treasurer and such other assistants or vice officers as the Board of Governors may determine, all of whom shall be elected annually by the Board of Governors and who may be peremptorily removed by vote of the Governors at any meeting. All such officers shall serve without compensation. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Governors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

b. 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, including but not limited to the power to appoint committees from among the members from time to time, as he may in

his discretion determine to be appropriate, to assist in the conduct of the affairs of the Association.

c. The Secretary shall keep the minutes of all proceedings of the Governors and the members. He shall attend to the giving and serving of all notices to the members and Governors, and such other notices required by law. He shall have the custody of the seal of the Association and he shall affix the same to instruments requiring a seal when duly signed. 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 Governors or President.

d. The Treasurer shall have custody of all of the property of the Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and account of the members; he shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

e. The officers of the Association may employ a General Manager to manage the affairs of the Association and the General Manager will be responsible for the general conduct and control of the Association's affairs, within the scope of authority granted by the Board of Governors.

## 6. FISCAL MANAGEMENT

The Board of Governors shall adopt a budget for each fiscal year which shall include the estimated funds required in order for the Association to perform its functions properly.

a. Assessments shall be made by the Board of Governors as provided in the Covenants and Restrictions.

b. The assessments collected may be used for, but not limited to:

1. Lighting, improving, maintaining and repairing the streets and right-of-way areas maintained for the general use of the owners and occupants of the property;

2. Operating and maintaining or repairing any storm water drains now or hereafter constructed on the property;

3. Employing and operating a security force;

4. Purchase of property and equipment;

5. Construction of required facilities;

6. Such other items and expenses as, in the Board of Governors' opinion, are necessary or desirable to keep the property and any improvements thereon attractive, clean and in a well-maintained condition, or which, in the opinion of the Board of Governors, may be of general benefit to the members of the Association and further its purposes as stated in the Articles of Incorporation.

c. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Governors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Governors.

d. An audit of the accounts of the Association shall be made annually and a copy of the audit report shall be available to each member as soon as practicable after the year for which the audit is made.

e. The Association may, in carrying out any one or more of its powers, contract with another property owners' association in the John's Island development for the provision of any service described in subparagraph b of this paragraph 6.

#### 7. PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these By-Laws or with the statutes of the State of Florida.

#### 8. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws may be adopted by a majority vote of either the Board of Governors or the members.

The foregoing were adopted as the By-Laws of Oceanside Village Homes Association IV, Inc., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Governors on the \_\_\_\_\_ day of \_\_\_\_\_, 1987.

APPROVED:

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

(Corporate Seal)

O. R. 0764 PG 2062

Recording: \$10.50

RETURN TO:

Samuel A. Block, Esq.  
Block & Taylor  
2127 10th Avenue  
Vero Beach, FL 32960  
(pab)

IN THE RECORDS OF  
JEFFREY K. BARTON  
CLERK CIRCUIT COURT  
INDIAN RIVER CO., FLA.

CERTIFICATE

THIS IS TO CERTIFY THAT the attached writing is a true and correct copy of a Resolution amending the Covenants and Restrictions, for plat No. 39 recorded in Official Record Book 764 at Page 2024 of the Public Records of Indian River County, Florida, which Resolution was duly adopted by members of Oceanside Village Homes Association IV, Inc. to which more than sixty-six and two thirds percent (66 2.3%) of the common elements are appurtenant, at a meeting duly held on the 26th day of March, 1998, in accordance with the requirements of the Covenants and Restrictions for its amendment.

EXECUTED this 31 day of March, 1998

OCEANSIDE VILLAGE HOMES  
ASSOCIATION IV, INC.

Witnesses:

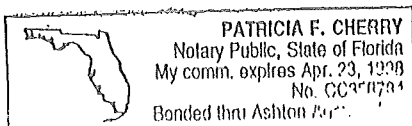
Catherine Carpenter By: Thomas W. Kane  
President

Diane L. Brooks Attest: Mary D. Evangelista  
Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared Thomas W. Kane and Mary D. Evangelista personally known to me to be the President and Secretary respectively of Oceanside Village Homes Association IV, Inc., the corporation named in the foregoing instrument, and they acknowledged executing the same freely and voluntarily and under the authority duly vested in them by said corporation.

WITNESS my hand and official seal this 31<sup>st</sup> day of March, 1998.



Patricia F. Cherry  
Notary Public, State of Florida

1053681

98 APR -9 PM 4:12

OR 1203 PG 03 18



Recording: \$10.50

RETURN TO:

Samuel A. Block, Esq.  
Block & Taylor  
2127 10th Avenue  
Vero Beach, FL 32960  
(pab)

IN THE RECORDS OF  
JEFFREY K. BARTON  
CLERK CIRCUIT COURT  
INDIAN RIVER CO., FLA.

CERTIFICATE

THIS IS TO CERTIFY THAT the attached writing is a true and correct copy of a Resolution amending the Covenants and Restrictions, for plat No. 39 recorded in Official Record Book 764 at Page 2024 of the Public Records of Indian River County, Florida, which Resolution was duly adopted by members of Oceanside Village Homes Association IV, Inc. to which more than sixty-six and two thirds percent (66 2.3%) of the common elements are appurtenant, at a meeting duly held on the 26th day of March, 1998, in accordance with the requirements of the Covenants and Restrictions for its amendment.

EXECUTED this 31 day of March, 1998

OCEANSIDE VILLAGE HOMES  
ASSOCIATION IV, INC.

Witnesses:

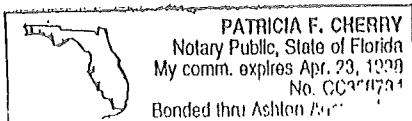
Catherine Carpenter By: Thomas W. Kane  
President

Diane L. Brooks Attest: Mary D. Evangelista  
Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared Thomas W. Kane and Mary D. Evangelista personally known to me to be the President and Secretary respectively of Oceanside Village Homes Association IV, Inc., the corporation named in the foregoing instrument, and they acknowledged executing the same freely and voluntarily and under the authority duly vested in them by said corporation.

WITNESS my hand and official seal this 31<sup>st</sup> day of March, 1998.



Patricia F. Cherry  
Notary Public, State of Florida

1053681

98 APR -9 PM 4:12

OR 1203FG0318