

BY-LAWS

OF

OCEANSIDE VILLAGE HOMES ASSOCIATION, INC.

1. IDENTITY

These are the By-Laws of OCEANSIDE VILLAGE HOMES ASSOCIATION, 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 January 11, 1984. OCEANSIDE VILLAGE HOMES ASSOCIATION, 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 675, Page 456, 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.

d. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the 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 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 fifteen 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 holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

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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 fifteen (15) 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 of, 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, whether or not he is a member of the Board of Governors, an officer of the Association or 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 in 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 accounts 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

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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 it 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


Roberts' 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, 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 16th day of January, 1984.

APPROVED:



President



Secretary

(Corporate Seal)

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COPY

John's Island

TO: [illegible]

DATE: October 7, 1984

FROM: Bruce St. John

SUBJ: Valuation of Closing Lot 1, Plat 32

- 1) It is our understanding, as well as Croom's, that the sales tax on materials used is available only to the purchaser of the materials, or the person with whom he has contracted to build and then only when that person has paid the tax separately from other charges of the contractor, and probably directly to the supplier of material. In your case, Croom has included in his costs to Lost Tree Village Corporation the taxes paid on material. We capitalize the payments made to Croom, as we are obligated to do, and the total of material cost and taxes are passed on to the purchaser of the unit. The taxes are not available to the purchaser for deduction from sources of income.
- 2) The correct charge for yard maintenance on property is \$100 per month; the correct charge for pool service is \$68.25 per month; per our agreement with CCST. You may choose to do the maintenance yourself, but the action of the Oceanside Village Board of Governors prohibits individual owners from contracting directly with various outside garden and pool maintenance organizations. It must be done through CCST. See my letter to you of July 11, 1984.
- 3) You may close on October 2, 1984 per your request. We will prepare the closing statements as of October 1, with the actual closing to take place on October 2.

COPY

BES

Bruce

RECEIVED

SEP 7 1984

CCST
JIRGA

BES:4p

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MINUTES OF ANNUAL MEETING
AND
MEETING OF THE BOARD OF GOVERNORS OF
OCEANSIDE VILLAGE HOMES ASSOCIATION, INC.

MARCH 22, 1985

A duly noticed meeting of the Oceanside Village Homes Association, Inc. was held on Friday, March 22, 1985, at 2:00 p.m., in the North Chamber of the John's Island Golf Club, Vero Beach, Florida.

PRESENT: Mr. John Fiske
Mr. Willis Clark
Mr. and Mrs. Albert Augustus
Mr. and Mrs. Walter Shaw
Mr. and Mrs. Ronald Stansell

REPRESENTED BY Mr. David Kearns
PROXY:

all being owners of lots in Plat 32, John's Island.

ALSO PRESENT: Mr. Raymond Biggs
Mr. Bruce Stedman
Mr. James Anthony
Ms. Donna Petzold

Raymond Biggs was present as representative of the developer, Governor, and President of the Association; Bruce Stedman was present as representative of the developer, Governor, and Secretary/Treasurer of the Association; James Anthony was present as representative of the developer, Governor, and Vice President of the Association; Donna Petzold served as recording secretary.

Mr. Biggs was elected Chairman of the meeting without dissent.

Mr. Biggs certified the mailing to all members of the Association of the Notice of Meeting and Proxy.

The first order of business was the election of Governors for the year 1985. Mr. Biggs proposed the following to be elected as

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Governors:

RAYMOND J. BIGGS
JAMES ANTHONY
BRUCE E. STEDMAN

A motion was duly made, seconded and unanimously carried to elect the Board of Governors as proposed.

Mr. Biggs proposed to the newly elected Board that the following officers be elected for the year 1985:

PRESIDENT	RAYMOND J. BIGGS
VICE PRESIDENT	JAMES A. ANTHONY, JR.
SECRETARY	BRUCE E. STEDMAN
TREASURER	BRUCE E. STEDMAN

A motion was duly made, seconded and unanimously carried to elect the officers as proposed.

Discussion took place regarding pricing and architectural design of future units at Oceanside Village.

Mr. Stedman reported that the audit is underway for the Association and will be made available to the members upon completion.

Discussion followed regarding the different phases of development and the number of property owners associations that should be formed. It was decided to remain one Association for the time being and that future development will determine the number of associations (if more than one).

Discussion took place regarding contractor traffic flowing in and out of the south gate. It was decided that a small sign would be erected prohibiting this.

Discussion followed regarding pool, lawn and maintenance of the properties in general. The property owners stated that they are displeased with the service that they are now receiving and would like schedules as to when their properties would be serviced, and an outline of the

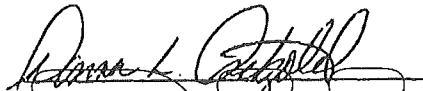
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services that CCSI is providing the homeowners. It was decided that the property owners should contact Mike Rose at CCSI and voice their concerns, and that the developer will also meet with representatives of CCSI to review the quality and frequency of services the homeowners should be receiving from CCSI.

Mr. Anthony stated that he will check on open T.V. cable lines as well as the installation of permanent plants in front of the entrance walls to Oceanside Village.

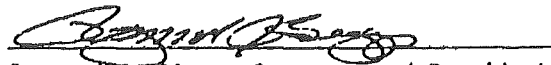
There being no further business, the meeting adjourned at 2:50 p.m.

Respectfully submitted,


Donna L. Petzold, Secretary

COPY

ATTEST:


Raymond J. Biggs, Governor and President

COPY

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Rec: \$10.50

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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. 32 recorded in Official Record Book 0675 at Page 0456 of the Public Records of Indian River County, Florida, which Resolution was duly adopted by members of Oceanside Village Homes Association, 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 31st day of March, 1998, in accordance with the requirements of the Covenants and Restrictions for its amendment.

EXECUTED this 16th day of April, 1998

OCEANSIDE VILLAGE HOMES
ASSOCIATION, INC.

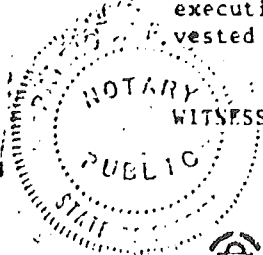
Witnesses:

Deanne L. Brooks By: Jerome Bennett
President
Deanne L. Brooks Attest: John E. Barker
Assistant 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 Jerome Bennett and John E. Barker personally known to me to be the President and Assistant Secretary respectively of Oceanside Village Homes Association, 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 16th day of April, 1998.



Patricia F. Cherry
My Commission Expires April 23, 2000

Patricia F. Cherry
Notary Public, State of Florida

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RESOLUTION

BE IT RESOLVED that the Covenants and Restrictions for plat of John's Island plat No. 32 recorded in the Official Record Book 0675, page 0456 public records of Indian River County, Florida, Be amended by adding the following to Article VIII.

General Restrictions

Section 32.

NO MAJOR ALTERATION OR RENOVATION OF ANY DWELLING WILL BE ALLOWED DURING THE PERIOD NOVEMBER 1 THROUGH APRIL 30 UNLESS APPROVED BY THE BOARD OF GOVERNORS. A MAJOR ALTERATION OR RENOVATION IS ONE THAT WOULD TAKE MORE THAN THREE DAYS TO COMPLETE. PAINTING AND DECORATING OR NORMAL REPAIRS AND MAINTENANCE ARE NOT DEEMED TO BE MAJOR ALTERATIONS AND RENOVATIONS.

COPY

COPY

Rec: \$10.50

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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. 32 recorded in Official Record Book 0675 at Page 0456 of the Public Records of Indian River County, Florida, which Resolution was duly adopted by members of Oceanside Village Homes Association, 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 31st day of March, 1998, in accordance with the requirements of the Covenants and Restrictions for its amendment.

EXECUTED this 16th day of April, 1998

OCEANSIDE VILLAGE HOMES
ASSOCIATION, INC.

Witnesses:

Deanne L. Brooks

By: Jerome Bennett
President

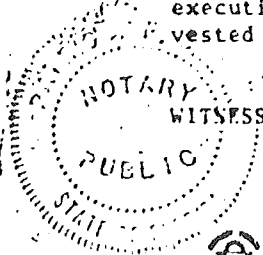
Deanne L. Brooks Attest:

John E. Barker
Assistant 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 Jerome Bennett and John E. Barker personally known to me to be the President and Assistant Secretary respectively of Oceanside Village Homes Association, 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 16th day of April, 1998.



Patricia F. Cherry
My Commission Expires April 23, 2001

Patricia F. Cherry
Notary Public, State of Florida

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RESOLUTION

BE IT RESOLVED that the Covenants and Restrictions for plat of John's Island plat No. 32 recorded in the Official Record Book 0675, page 0456 public records of Indian River County, Florida, be amended by adding the following to Article VIII.

General Restrictions

Section 32.

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COPY

COPY

RESOLUTION

I HEREBY CERTIFY that I am the President of Oceanside Village Homes Association, Inc. ("Oceanside"), a Florida not-for-profit corporation; the following is a true and correct copy of a resolution adopted at the meeting of the Board of Directors of Oceanside on the 20 day of MARCH, 1996; that such resolution conforms to the provisions of the Bylaws of Oceanside and are not inconsistent with its Article of Incorporation, and is in full force and effect.

Copy of Resolution

WHEREAS, Lots 1 through 9 inclusive of John's Island Plat 32, according to the Plat thereof as recorded in Plat Book 11, Page 56, Public Records of Indian River County, Florida, have a maintenance easement over the rear thirty (30) feet of said lots; and

WHEREAS, Lots 10 through 22 inclusive of John's Island Plat 35, according to the Plat thereof as recorded in Plat Book 11, Page 73, Public Records of Indian River County, Florida, have a maintenance easement over the rear thirty (30) feet of said lots; and

WHEREAS, all utility services for the aforementioned lots are located in the easements along the front lot lines of each lot or only within fifteen (15) feet from the rear lot lines of each said lot; and

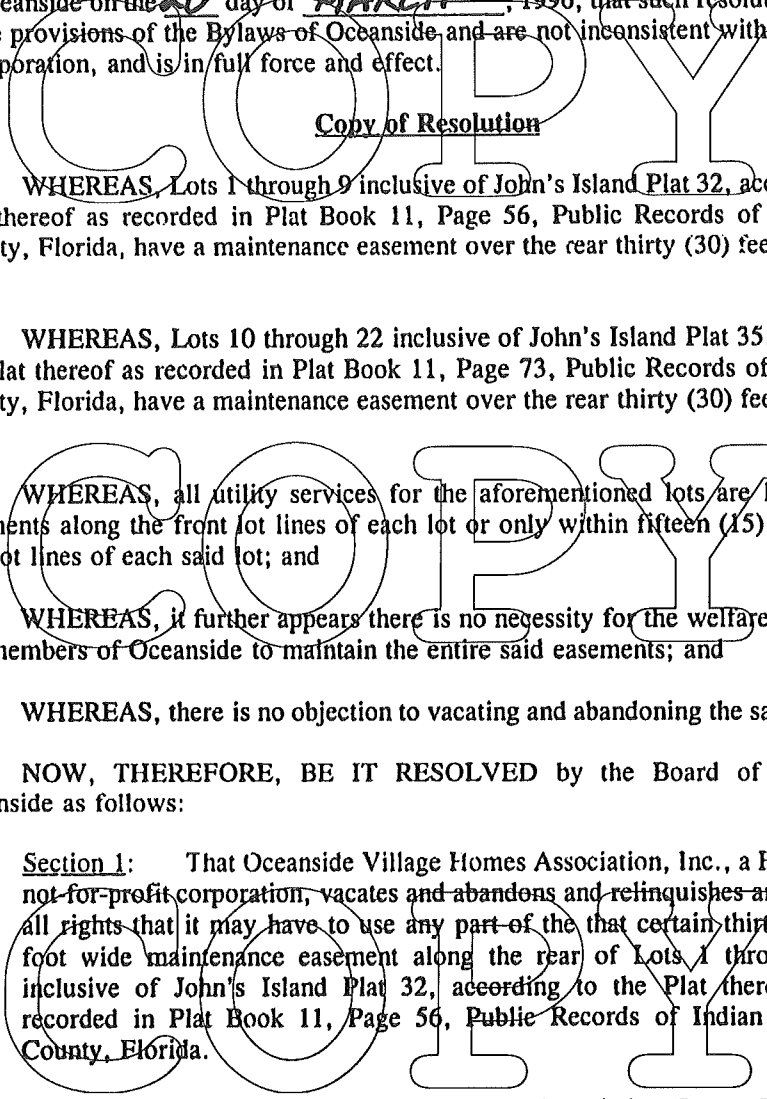
WHEREAS, it further appears there is no necessity for the welfare and safety of any members of Oceanside to maintain the entire said easements; and

WHEREAS, there is no objection to vacating and abandoning the said easements;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Oceanside as follows:

Section 1: That Oceanside Village Homes Association, Inc., a Florida not-for-profit corporation, vacates and abandons and relinquishes any and all rights that it may have to use any part of the that certain thirty (30) foot wide maintenance easement along the rear of Lots 1 through 9 inclusive of John's Island Plat 32, according to the Plat thereof as recorded in Plat Book 11, Page 56, Public Records of Indian River County, Florida.

Section 2: That Oceanside Village Homes Association, Inc., a Florida not-for-profit corporation, vacates and abandons and relinquishes any and all rights that it may have to use any part of the that certain thirty (30) foot wide maintenance easement along the rear of Lots 10 through 22 inclusive of John's Island Plat 35, according to the Plat thereof as



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*PLW
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C. McHarris & McHarris

recorded in Plat Book 11, Page 73, Public Records of Indian River County, Florida.

Section 3: This vacation and abandonment of the aforementioned easement by Oceanside is irrevocable and became effective immediately upon its passage and adoption by the Board of Directors of Oceanside.

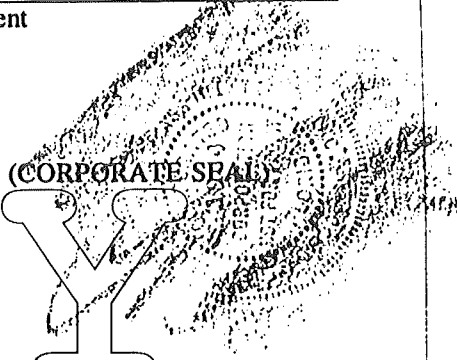
I HEREBY CERTIFY that the foregoing Resolution was fully passed by the Board of Directors of Oceanside on the 20 day of MARCH, 1996.

OCEANSIDE VILLAGE HOMES ASSOCIATION, INC.

BY: Jacome Bennett
President

ATTEST

BY: John E. Barker
Adm Secretary

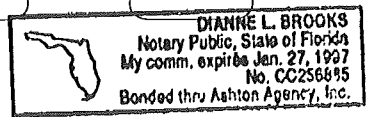


STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jacome Bennett, the President and John E. Barker, the Secretary of Oceanside Village Homes Association, Inc., who are personally known to me and they acknowledged executing the foregoing freely and voluntarily and under the authority duly vested in them by said corporation and that the seal affixed is the true corporate seal of said corporation.

WITNESS my hand and official seal this 24 day of October, 1996.

Dianne L. Brooks
Notary Public, State of Florida



OR 1121 PG 1603