

814965

96 MAR -8 AM 11: 08

**BYLAWS
OF**

**MAYFAIR OAKS of Seminole HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION**

30411 1917
SEMINOLE CO. FL.
OFFICIAL RECORDS
BOOK PAGE

1. DEFINITIONS. When used in these Bylaws, the terms defined in Article I of the Declaration of Covenants, Conditions and Restrictions of Mayfair Oaks of Seminole Homeowners Association, Inc. (the "Declaration") shall have the same meanings as in the Declaration.

2. IDENTITY. These are the Bylaws of Mayfair Oaks of Seminole Homeowners Association, Inc., a corporation not for profit organized pursuant to Chapter 617, Florida Statutes (the Association).

2.1 Office. The office of the Association shall be located at 1916 Boothe Circle, Longwood, Florida 32750, or at such other place as may be designated from time to time by the Board of Directors.

2.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

2.3 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.

3. MEMBERS.

3.1 Qualification. The Members of the Association shall consist of every Owner, including the Declarant, and in the case of multiple Owners, every group of record owners, of Living Units and/or Lots at the Properties. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Living Unit and/or Lot.

3.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing record title to a Living Unit and/or Lot under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owner's address, and the Owners' local agent, if any, in the event the Owner is located outside the State of Florida. Any notice requirements set out in these Bylaws and in the Articles of Incorporation of Mayfair Oaks Homeowners Association, Inc. (the "Articles"), and shall be deemed to be complied with if notice to an Owner is directed to the address of said Owner as then reflected in the Association's records.

3.3 Voting Rights. Voting rights of each Member of the Association shall be as set forth in the Declaration and the Articles and the manner of exercising such voting rights shall be as set forth in these Bylaws.

3.4 Designation of Voting Representative. If a Living Unit and/or Lot is owned by one person or entity, its right to vote shall be established by the record title to the Living Unit and/or Lot. If a Living Unit and/or Lot is owned by more than one person or entity, the person entitled to cast the votes for the Living Unit and/or Lot shall be designated by a certificate and filed with the Secretary of the Association. If a Living Unit and/or Lot is owned by general or limited partnership, the person entitled to cast the votes for the Living Unit and/or Lot shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the association. If a Living Unit and/or Lot is

37/5.00

B. Lewis

owned by a Corporation, the person entitled to cast the votes for a Living Unit and/or Lot shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Parcel concerned. A certificate designating the person entitled to cast the votes of a Living Unit and/or Lot may be revoked in writing by any Owner thereof. Provided, however, that no Living Unit and/or Lot shall vote in excess of the voting rights allocated to that Living Unit and/or Lot pursuant to the Declaration.

3.5 Approval or Disapproval of Matters. Whenever the decision of an Owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such Owner if at an Association meeting, unless the joinder of record Owners is specifically required by the Declaration, the Articles or by these Bylaws.

3.6 Restraint Upon Assignment of Shares in Assets. The Share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to that Owner's Living Unit and/or Lot.

4. MEMBER'S MEETINGS.

4.1 Annual Members' Meetings. The annual Members' meeting shall be held at the office of the Association at 5:00 P.M. on the 10th day of December of each year for the purpose of appointing directors and of transacting any other business authorized to be transacted by the Members provided, however, if that day is a legal or religious holiday, the meeting shall be held at the same hour on the next day which is not a legal or religious holiday. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time during the month of December which they may deem to be more convenient to the Members of the Association.

4.2 Special Members' Meetings. Special Meeting of the Members may be called by any one of the following persons or groups:

- (a) The Board of Directors, or
- (b) The holders of not less than one-fourth (1/4) of all of the votes entitled to be voted at the meeting.

4.3 Notice of All Meetings of Members. Written notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Member entitled to vote at such meeting, not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its address as it appears on the books of the Association, with postage thereon prepaid.

4.4 Quorum. A quorum at Members' meetings shall consist of thirty (30) percent of all votes in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting and entitled to vote on the subject matter shall constitute the act of the Members, except when approval by a greater number of Members is required by the Declaration, a Supplemental Declaration, these Bylaws or the Articles. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the votes of such class of Members shall constitute a quorum for the transaction of such item of business by that class. After a quorum has been established at a Members' meeting, the subsequent withdrawal of

3041-1918
SEMINOLE COUNTY FL.
BOOK PAGE

reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

4.5 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it and shall expire upon the transfer of title to the Living Unit and/or Lot giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members.

4.6 Adjourned meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with these Bylaws to each Member on the new record date entitled to vote as such meeting.

4.7 Order of Business. The order of business at annual Members' meetings, and as far as practical at all other Members' meetings, shall be:

- (a) Calling the roll and certifying of proxies.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers
- (e) Reports of Committees
- (f) Appointment of directors
- (g) Appointment of Nominating Committee
- (h) Unfinished business
- (i) New Business
- (j) Adjournment

4.8 Minutes of Meetings. The Association shall maintain minutes of each meeting of the Membership and of the Board of Directors in a businesslike manner. The minutes shall be kept in a book available for inspection by Members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

30411 1920

5. BOARD OF DIRECTORS.

5.1 Number. The affairs of the Association shall be managed by a Board of not less than three (3) or more than five (5) directors. The initial board shall be comprised of not less than three (3) directors. The number of directors may be increased from time to time by amendment to the Articles; provided, however, the established number of directors shall always be an odd number. In the event that the number of directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible, the number of directors whose terms expire in any given year. For so long as Declarant holds for sale in the ordinary course of business at least 5 percent of the parcels to all phases of the community, Declarant shall be entitled to elect at least one member of the board of directors.

5.2 Term of Office. the Members shall elect the directors for terms of one (1) year each. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

5.3 Removal. Except for the Declarant-appointed directors who may only be removed by the Declarant, any director may be removed from the Board, with or without cause, by a majority vote of the Members of each class. In the event of the death, resignation or removal of a director, his successors shall be selected by the remaining directors and shall serve for the unexpired term of his predecessor.

5.4 Directors' Fees. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred of behalf of the Association.

5.5 Election. Except for declarant-appointed directors, election to the Board of Directors shall be by written ballots as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes (without regard to class) for each vacancy shall be elected.

5.6 Nominations. All members of the Association shall be eligible to serve on the board of directors, and a member may nominate himself as a candidate for the board at a meeting where the election is to be held. Nominations for election to the Board of Directors shall also be made by a Nominating Committee which shall be one of the standing committees of the Association.

5.7 Nominating Committee. the Nominating Committee shall consist of a Chairman, who shall be a director, 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 the next annual meeting and such appointment shall be announced at each such annual meeting.

5.8 Duties of Nominating Committee. 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 officers, directors or agents of the Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5.9 and shall be made in advance of the time fixed in Section 5.9 for the mailing of such ballots to Members.

5.9 Ballots. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for each such vacancy; and (c) contain a space for a write-in vote by Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least

fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the meeting at which the vote is to be taken.)

5.10 Number of Ballots. Each Member shall receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that, because of the verification procedures of Section 5.11, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the Member or his proxy is exercising more than one vote) , shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be returned to the Secretary at the address of the Association.

5.11 Election Committee: Counting of Ballots. upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) Members appointed by the Board of Directors. The election Committee shall then:

(a) establish that external envelopes were not previously opened or tampered with in any way; and

(b) open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and

(c) confirm that the signature of the Member or his proxy on the outside the envelope appears genuine; and

(d) if the vote is by proxy, determine that a proxy has been filed the Secretary.

Such procedure shall be taken in such a manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee.

The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

6. MEETINGS OF DIRECTORS.

6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board. If the day for such regular meeting is a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday.

6.2 Notice. Notice of all board meetings shall be posted in a conspicuous place in the community at least 48 hours in advance of a meeting except in an emergency. Regular meetings of the Board of Directors shall be open to all Members.

30411 1921
BOOK PAGE

3041 1922

6.3 Special Meetings. Special Meetings of the Directors may be called by the Chairman of the Board, by the President of the Association, or by any two (2) Directors. Not less than two (2) days notice of the Special Meeting shall be given to each Director personally or by first-class mail, telegram, or cablegram, which notice shall state the time, place and purpose of the meeting. All Special Meetings of the Board of Directors shall be open to the Members.

6.4 Action Taken Without a Meeting. The transaction of any business at any meeting of the Board of Directors, however, called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent of the holdings of such meeting, or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the Associations' records and made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of any Regular or Special Meeting of the Board of Directors, need to be specified in the Notice or Waiver of Notice of such meeting.

6.5 Defects in Notice, etc. Waiver of Attendance. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in persons at a meeting.

6.6 Quorum. A quorum at Directors' meetings shall consist of a majority of all votes of the entire Board of Directors. The acts approved by a majority of those votes represented at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration, a Supplemental Declaration, the Articles or these Bylaws.

6.7 Adjourned Meetings. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors, to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

6.8 Action by Director Without a Meeting. Any action required to be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the Directors or all the Members of the Committee, as the case may be, is filed in the minutes of the proceedings of the Board of or the Committee. Such consent shall have the same effect as a unanimous vote.

6.9 Presiding Officer. The presiding officer of Directors' meetings shall be the President. In the absence of the President, the Vice President shall preside, and in the absence of both, the Directors present shall designate one of their number to preside.

6.10 Powers and Duties of Board of Directors. All of the powers and duties of the Association existing under Chapter 617, Florida Statutes, The Declaration, a Supplemental Declaration, the Articles and these Bylaws, shall be exercised by the Board of Directors, subject only to approval by Members when such is specifically required.

30411 1923

SANDY CO. FLA

7. OFFICERS.

7.1 Officers and Election. The executive officers of the Association shall be a president, who shall be selected from the Board of Directors, a vice-president, who also shall be selected from the Board of Directors, a treasurer, and a secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices except that the president shall not also be the secretary. The Board of Directors shall from time to time, elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to manage properly the affairs of the Association.

7.2 President. 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 the 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 appropriate, to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and Members' meetings.

7.3 Vice President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

7.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law. 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 Directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.

7.5 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments; and he shall perform all other duties incident to the office of Treasurer. The duties of the Treasurer may be fulfilled by a manager employed by the Association.

7.6 Compensation. The compensation, if any, of the officers, shall be fixed by the Board of Directors.

8. 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, any Supplemental Declaration, the Articles and the Bylaws of the Association, shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

9. FISCAL MANAGEMENT. The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions.

9.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications and any other classifications as shall be appropriate, when authorized and approved by the Board of Directors. The receipts shall be entered by their amounts and by accounts and receipt classifications. Expenses shall be entered by their amounts and by accounts and expense classifications.

(a) Current Expense. The current expense account shall include all receipts and expenditures to be made within the year for which the expenses are budgeted and may include a

reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessment for current expense for the succeeding year or to fund reserves. This may include but not be limited to:

- (1) Professional, administration and management fees and expenses;
- (2) Taxes on the Common Area;
- (3) Expenses for utility services and maintenance expense relating to the Common Area and the street lighting system;
- (4) Insurance costs;
- (5) Administrative and salary expenses;
- (6) Operating capital; and
- (7) Other expenses.

(b) Reserve for Deferred Maintenance. If required by the Board of Directors, there shall be established, a reserve account for deferred maintenance which shall include funds for major maintenance items which are the obligation of the Association and which occur less frequently than annually.

(c) Reserve for Replacement. If required by the Board of Directors, there shall be established, a reserve account for replacement which shall include funds for repairs or replacements which the Association is obligated to make resulting from damage, depreciation or obsolescence.

9.2 Budget. The Board of Directors shall adopt an operating budget for the Properties in advance for each calendar year which shall include the estimated funds required to defray the current expenses and shall provide funds for the foregoing reserve. The operating budget shall provide separate expense and reserve figures for (1) the Common Area so as to permit appropriate allocation of assessments therefor among all Living Units and/or Lots.

9.3 Depository. The depository of the Association will be such banks in Seminole County, Florida, as shall be designated from time to time by the Directors. The withdrawal of funds from such accounts shall be only by checks signed by such persons as authorized by the Directors; provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section, shall supersede the provisions hereof.

10. PARLIAMENTARY RULES. Roberts' Rules-of-Order (latest edition) shall govern the conduct of Association Meetings, when not in conflict with these Bylaws.

11. AMENDMENT. Amendments to these Bylaws shall be proposed and adopted in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in these Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the

OFFICIAL RECORDS
BOOK PAGE
3041
1924
SEMINOLE CO. FL.

meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the Directors of all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Bylaws be adopted, then the amendment shall thereby be adopted as though Subsections 11.1 through 11.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Bylaws, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

11.7 Recording. A copy of each amendment shall be recorded in the Public Records of Seminole County, Florida, as soon as possible after adoption.

11.8 Proviso. No amendment shall make any changes in the qualifications for Membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Declaration or Articles of Incorporation.

12. PRONOUNS. Whenever the context permits, the singular shall include the plural and one gender shall include all.

For so long as there is a Class B membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments.

The foregoing were adopted as the Bylaws of MAYFAIR OAKS of Seminole HOMEOWNERS ASSOCIATION, INC., a non-profit corporation established under the laws of the State of Florida, at the first meeting of the Board of Directors on the 1ST day of MARCH, 1996.

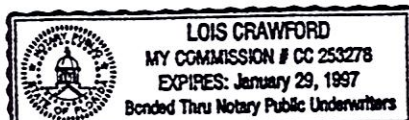
MAYFAIR OAKS of Seminole HOMEOWNERS ASSOCIATION, INC.

By: Mimi Knight
Mimi Knight
President

SWORN TO AND SUBSCRIBED BEFORE ME THIS 1 DAY OF MAR 1996

By: Lois Crawford
LOIS CRAWFORD

ACKNOWLEDGMENT WAS MADE BY A PERSON WHO IS PERSONALLY KNOWN TO ME AND DID NOT TAKE AN OATH.



OFFICIAL RECORDS
BOOK PAGE
33041
SEMINOLE CO FL.
1925