

## AMENDED AND RESTATED BY-LAWS VOLUSIA CO., FL

OF

GLEN ABBEY WEST  
HOMEOWNERS' ASSOCIATION, INC.

(Underlining \_\_\_\_\_ indicates words added)

## ARTICLE I

## NAME AND LOCATION

The name of the corporation is GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 100 Century Boulevard, West Palm Beach, Florida, but meetings of members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

## ARTICLE II

## DEFINITIONS

The definitions of words as defined in the Declaration of Restrictions for Glenn Abbey West, recorded in the Public Records of Volusia County, Florida, are incorporated herein by reference and made a part hereof.

## ARTICLE III

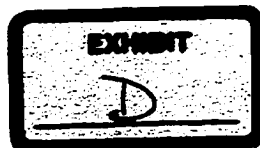
## MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than sixty (60) days before such meeting (provided, however, in the case of an emergency, two (2) days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If a quorum has been attained, the vote of a majority present in person or by proxy shall be binding upon all members for all purposes, except as otherwise provided by law, the Declaration, the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.



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Section 5. Proxies. At meetings of members, each member may vote in person, or by proxy, as permitted by Section 617.306, Florida Statutes. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than five (5), persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased up to a maximum of five (5) by a majority vote of the members.

Section 2. Term of Office. The first election of Directors shall be held at the annual meeting or when Class B membership ceases, whichever is earlier, as provided in ARTICLE VII of the Articles of Incorporation, at a meeting of the members called for that purpose. Directors shall be elected for a term of one (1) year (except that the first term may be for one (1) year plus the number of months until the next annual meeting [if less than one (1) year]).

Section 3. Removal. At such time as the members of the Association are permitted to elect Directors, any Director may be removed from the Board with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as through taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors shall be conducted as follows:

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the members to serve until the close of that annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, unless unanimously waived by all members present. At such election the members may cast, in respect to each

vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

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ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, at such place and hour as may be fixed, from time to time, by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice of all meetings shall comply with Section 617.303, Florida Statutes. At this time, said Statute requires that the meeting of the Board of Directors shall be open to all Parcel Owners, and notices of meetings shall be posted in a conspicuous place on the Association Property at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered, and a statement of the nature of such assessments.

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

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

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish procedures for the imposition of penalties, including fines for the infraction thereof;

(b) Suspend the voting rights and right of use of the Common Area of a member and such member's family, guests and tenants, during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for each infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association, including all powers, which may be exercised by corporations not-for-profit pursuant to Chapter 617, Florida Statutes, and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

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(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties and delegate any or all of the delegable duties and functions of the Association and/or its officers; and

(f) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, including Units and Common Area, on behalf of the Association, as may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.

(g) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases, or privileges to any individual or entity, including Non-Unit Owners, which affect Common Areas and to alter, add to, relocate or improve Common Areas.

Section 2. Duties. It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

(a) Cause to be kept a record of its acts and corporate affairs and to present a report or reports thereof to the members at the annual meeting of the members, including a financial report;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to determine the amount of the various assessments against each Lot and send notice to every Owner at least thirty (30) days in advance of each annual assessment period;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain such insurance as required by the Declaration, and such other insurance as deemed appropriate or necessary.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration.

(g) As provided in the Declaration, to administer the reconstruction of improvements after casualty and the further improvement of the property, real and personal.

(h) To approve or disapprove on behalf of the Association proposed purchasers or lessees of Units and to exercise or waive the Association's right to disapprove of the ownership, sales or leasing of any Unit in the manner specified in the Declaration.

(i) To cause the Association to carry insurance for the protection of the members and the Association against casualty and liability as required by the Declaration.

(j) Perform all other duties and responsibilities as provided in the Declaration, the Articles of Incorporation or these By-Laws.

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ARTICLE VIII  
OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

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

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

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

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

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

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

PRESIDENT

The President shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE-PRESIDENT

The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

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The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks, and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX**  
**COMMITTEES**

The Board of Directors shall fill any vacancies on the Architectural Control Committee for a term as the Board determines, as provided in the Declaration, and appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Association shall be maintained in accordance with the provisions of Section 617.303, Florida Statutes, and shall at all times, during reasonable business hours, be available for reasonable inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased, by such member, at a reasonable cost.

**ARTICLE XI**  
**ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall become delinquent. If the assessment is not paid within fifteen (15) days after the due date, a late fee of \$25.00, beginning from the due date, may be levied by the Board of Directors for each month the assessment is late, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property. Interest, costs, and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal of such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area, Commonly Used Facilities or abandonment of his Lot.

**ARTICLE XIII**  
**CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC., a Corporation Not For Profit, 1992.

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ARTICLE XIV  
AMENDMENTS

Section 1. Until such time as Class B membership ceases, these By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors; and thereafter at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

ARTICLE XV  
INITIAL BYLAWS

Section 1. All garbage cans, trash containers, bicycles, fuel oil, and other personal property shall be kept, stored and placed in an area not visible from outside the dwelling. Each Owner shall be responsible for properly depositing his garbage and trash in garbage cans and trash containers sufficient for pick-up by the appropriate authorities.

Section 2. No temporary or permanent utility or storage shed, building, tent, structure or improvement shall be constructed, erected or maintained without the prior approval of the Architectural Control Committee.

Section 3. No horses, hogs, cattle, cows, goats, sheep, poultry or other animals, birds or reptiles, shall be kept, raised or maintained on any Lot; PROVIDED, HOWEVER, that dogs, cats and other household pets may be kept in reasonable numbers in the dwelling if their presence causes no disturbance to others. All pets shall be kept on a leash when not on the Owner's Lot and the Owner shall be responsible to clean up after its pet.

Section 4. No stable, livery stable or barn shall be erected, constructed, permitted or maintained on any Lot.

Section 5. No swimming pool, jacuzzi or similar structure or appurtenant equipment shall be constructed, erected or maintained on any Lot, such that it is visible from any street without prior approval of the Architectural Control Committee.

Section 6. No vehicles of any nature shall be parked on the street, at curbside, or on any portion of the Properties or a Lot except on the surfaced, parking area thereof. No vehicle which cannot operate under its own power for a period of twenty-four (24) hours shall be kept on the Properties except if located within the garage. All boats, trailers, recreational and commercial vehicles, motorcycles or the like, shall be kept in the garage when not in use. No vehicle repairs or maintenance shall be allowed within the Properties, except on the driveways, in the garages or unless the Association designates a specific area for such purpose.

Section 7. No "for sale" or "for rent" signs or other displays or advertising shall be maintained or permitted on any part of the Common Area or any Lot, except in locations as approved by the Architectural Control Committee. The right is reserved to the Declarant to place "for sale" or "for rent" signs in connection with any unsold Lot it may from time to time own. The same right is reserved to any institutional first mortgagee or owner or holder of a mortgage originally given to an institutional mortgagee which may

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become the Owner of a Lot and to the Association of any Lot which it may own.

Section 8. No trade or business shall be conducted on, nor any commercial use made of any Lot or of the Properties.

Section 9. All Lots shall be kept in a clean and sanitary manner and no rubbish, refuse or garbage allowed to accumulate, or any fire hazard allowed to exist.

Section 10. No nuisance shall be allowed upon any Lot or any use or practice that is a source of annoyance to other Owners or interferes with the peaceful possession and proper use of the Lots by the Owners thereof.

Section 11. No immoral, improper, offensive or unlawful use shall be made of any Lot and all valid laws, zoning ordinances and regulations of all governmental bodies having jurisdiction shall be strictly observed.

Section 12. No television or radio masts, towers, poles, antennas, aerials, or appurtenances may be erected, constructed, or maintained without first obtaining the prior consent of the Architectural Control Committee.

Section 13. Each Lot is restricted to residential use.

Section 14. No person shall use the Lot or any parts, thereof, in any manner contrary to this Declaration.

Section 15. The Owners, the Architectural Control Committee, the Association, its agents or assigns, shall not interfere with the Declarant's preparation, sale or use of any Lots.

Section 16. No Owner's individual water supply system shall be permitted on any Lot, except the installation required for the individual water supply for irrigation purposes of the landscaping upon a Lot; provided, however, that the following must be complied with by such Owner:

(a) Obtain the approval of the Water Management District.

(b) Any individual water supply must be installed, operated and maintained in such a manner as to prevent iron stains and/or discoloring of any exterior improvements upon the Lot, including but not limited to cement areas, the exterior finish of any dwelling or other building, structure or fencing, or any vehicles.

(c) Such Owner shall be required to clean, repair or replace any and all improvements which are discolored due to iron stains caused by such water supply system due to a direct or indirect result of the operation of such water supply system, within thirty days of notice by the Association.

Section 17. No depositing of water or other foreign substances into any lakes or water bodies shall be allowed.

Section 18. No driveway shall be constructed, maintained, altered or permitted to exist on any Residential Unit if the driveway obstructs or impedes the flow of surface drainage in the area adjacent to the Unit or in the street right-of-way or swale area adjoining or abutting the Unit. All driveways must be approved by the ARC.

Section 19. Trees situated between the building set back lines and the property lines having a diameter of six (6) inches or more (measured four feet from ground level) may not be removed without prior approval of the ARC. All requests for approval of tree removal



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shall be submitted to the ARC along with a plan showing generally the location of such tree(s). Anyone violating the provisions of this subsection will be required to replace such trees with trees of like size and condition within thirty (30) days after demand by the ARC. If the Owner fails or refuses to replace the trees as demanded, the ARC shall cause suitable replacements to be planted and the cost thereof shall be a lien against the lot of the Owner in violation. The Owner grants to the Association, its agents, and employees an easement of ingress and egress over and across said lot to enable it to comply with this subsection.

Section 21. As to any lot which has a boundary line abutting the golf course property which, as of the date hereof is owned by Glen Abbey Golf Club, Inc., no fence, or wall of any kind shall be erected, constructed, placed or maintained on any such Lot within twenty-five (25) feet of such abutting boundary line.

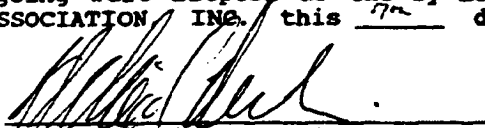
Section 22. The above restrictions set forth in this ARTICLE XV shall not apply to Declarant or its agents, employees, designated successors or assigns during the period of construction and sales of the Properties.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the foregoing were adopted as the By-Laws of GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC. this 7<sup>th</sup> day of June, 1993.

  
Michael Rubin, President