

BY – LAWS  
OF  
SPRING WOODS MOBILE HOME SUBDIVISION  
HOMEOWNER'S ASSOCIATION, INC.

A Florida Non – Profit Corporation.

ARTICLE 1

GENERAL

- Section 1. Name.  
The Name of the Corporation is Spring Woods Mobile Home Subdivision Homeowner's Association, Inc..
- Section 2. Principal Office.  
The principal office of the Corporation shall be at 2375 Zoysia CT. N. E., North Fort Myers, Lee County, Florida or at such other place as may be subsequently designated by the Board of Directors.
- Section 3. Definitions.  
As used herein, the term “Corporation” shall be the equivalent to “Association”, as defined in the Declaration of Covenants, Conditions, Charges, Restrictions and Reservations Affecting Property Located in Spring Woods Mobile Home Subdivision, as amended, hereinafter referred to as “Declaration” and the Articles of Incorporation of Spring Woods Mobile Home Subdivision Homeowner's Association; Inc., all other words as used herein shall have the same definitions as attributed to them in the aforesaid Declaration of Covenants and Articles of Incorporation.
- Section 4. Identity.  
In addition to the within By-Laws being the By-Laws of Spring Woods Mobile Home Subdivision Homeowner's Association, Inc., these By-Laws are established pursuant to the applicable Florida Statutes, and are hereby annexed to and made a part of the “Declaration”.
- Section 5. Execution of Documents.  
The Board of Directors, except as in these By-Laws otherwise provided, hereby authorizes its President or Vice-President to enter into any contract or execute any instrument in the name and on behalf of the Association.

Section 6. Fiscal Year.  
The fiscal year of the Association shall be determined by the Board of Directors and having been so determined, is subject to change from time to time as the Board of Directors shall determine. In the absence of a specific determination, the fiscal year shall be the calendar year.

Section 7. Board of Directors.  
Unless specific actions are expressly required to be taken by the Members, all such actions may be taken by the Board through its proper officers with or without a specific authorization.

## ARTICLE II

### Board of Directors

Section 1. Number and Qualification.  
The property, business, and affair of the Association shall be governed and managed by a Board of Directors composed of three (3) directors, each of whom shall be at least eighteen (18) years of age. No director is required to be an Owner of a Unit or Lot. Directors shall not receive any stated salary for their services as directors; provided, however,  
(a) nothing herein contained shall be construed to preclude any director from serving the Association in some other capacity and receiving compensation therefor, and  
(b) any director may be reimbursed for his actual expenses incurred in the performance of his duties. When Declarant no longer holds at least ten percent (10%) of the lots offered for sale, the number of Directors may be increased to five (5) members.

Section 2. Powers and Duties.  
The Board of Directors has the powers and duties necessary for the administration of the affairs of the Association and may take all such acts and do such things as are not by law, the Declaration, the Articles, or by these By-Laws required to be exercised and done exclusively by the members.

Section 3. Special Powers and Duties.

Without prejudice to the foregoing general powers and duties and such powers and duties as are set forth in the Articles and the Declaration, the Board of Directors is vested with, and responsible for, the following powers and duties:

- (a) To select, appoint, and remove all officers, agents, and employees of the Association; to prescribe such powers and duties for them as may be consistent with law, the Declaration, the Articles of Incorporation, and these By-Laws; to fix their compensation, if any, and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage, and control the affairs and business of the Association, and to make and enforce such rules and regulations therefor consistent with law, with the Declaration, the Articles of Incorporation, and these By-Laws as the Board may deem necessary or advisable.
- (c) To change the principle office for the transaction of the business of the Association; to designate the place for the holding, of any annual or special meeting or meetings of Members consistent with the provisions hereof; and to adopt and use a corporate seal and to alter the form of such seal from time to time, as the Board, in its sole judgment, may deem best, provided that such seal shall at all times comply with the provisions of law.
- (d) Subject to the terms and conditions set forth in the Declaration, to borrow money and to incur indebtedness for the purpose of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and security therefor, provided no action authorized hereunder shall be taken without the prior written consent of the Declarant as long as the Declarant owns any unit, Lot, or parcel of land within the properties.

- (e) To fix, levy and collect from time to time the assessments, special assessments, and capital improvement assessments set forth in the Declaration with respect to Class A Membership, and to determine and fix the due date for the payment of such assessments, special assessments, and capital improvement assessment and the date upon which the same shall become delinquent. Should any Class A Member fail to pay such assessment, special assessment, specific assessment or capital improvement assessments before delinquency, the Board of Directors in its discretion is authorized to enforce the payment of such delinquent assessments as hereinafter provided and as provided in the Articles and the Declaration. The Declarant shall be exempt from the levy or lien of all annual assessments, special assessments, and capital improvement assessment at any time levied by the Association, until Declarant holds less than 10% of the lots to be offered for sale.
- (f) To enforce the provisions of the Articles, the Declaration, these By-Laws, applicable rules and regulations, and other agreements of the Association.
- (g) To contract and pay for fire, casualty, errors and omissions, blanket liability, malicious mischief, vandalism, and other insurance, insuring the Association, the Board of Directors, Declarant and other interested parties, covering and protecting against such damages of injuries as the Board deems advisable, which may include, without limitation, medical expenses of persons injured on the Common Areas, and to bond the agents and employees of any management body, if deemed advisable by the Board. The Board shall review, not less frequently than annually, all insurance policies and bonds obtained by the Board on behalf of the Association.
- (h) To contract and pay for maintenance repairs, gardening, utilities, materials, supplies, and services relating to the Common Areas, and to employ personnel necessary for the operation of the Common Areas and the Association, including, without limitation, all Lake Maintenance and all legal and accounting services, and to contract for and pay for improvements to the Common Areas.

In case of damage by fire or other casualty to the Common Areas, if insurance proceeds exceed Twenty Thousand No/100 Dollars (\$20,000.00), or the cost of repairing or rebuilding exceeds available insurance proceeds by more than Twenty Thousand and no/100 Dollars, (\$20,000.00), then the Board of Directors shall obtain bids from two or more responsible contractors to rebuild any portions of the Common Areas in accordance with the original plans and specifications with respect thereto.

- (i) To delegate its powers according to law.
- (j) To grant easements where necessary for utilities, drainage, sewer facilities, and other services over the Common Areas.
- (k) To adopt such reasonable rules and regulations as the Board may deem necessary for the Management of the Common Areas, which rules and regulations shall become effective and binding after (1) they are adopted by a majority of the Board at a meeting called for that purpose, or by the written consent of a majority of the Directors attached to a copy of the rules and regulations of the Association, and (2) they are posted in a conspicuous location on the Common Areas. Such rules and regulations shall not adversely affect the rights, privileges, or preferences of Declarant as established by the Declaration, the Articles of Incorporation, and these By-Laws without the prior written approval of Declarant. Such rules and regulations may concern, without limitation, use of the Common Areas, including the Lake, signs and parking restrictions relating to the Common Areas, and any other matter within the jurisdiction of the Association as provided in the Declaration or in the herein By-Laws, provided, however, that such rules and regulations shall be enforceable only to the extent that they are consistent with the Declarations, Articles of Incorporation, and these By-Laws.
  - (1) To sue and be sued and appear and defend in all actions and proceedings, whether judicial administrative, or otherwise, in its corporate name, and to institute actions and proceedings on behalf of the Members of the Association.

Section 4. Manager.  
To select a manager to manage the Common Areas and the affairs of the Association, who shall perform duties and services as the Board shall authorize.

Section 5. Election and Term of Office.  
Each director shall serve for a term of two (2) years and a director may succeed himself. Directors shall be elected at the annual meeting of the membership. Election to the Board of Directors shall be by written ballot. Declarant shall appoint two directors as long as Declarant holds at least ten (10%) percent of the total lots to be offered for sale.

“Lots to be offered for sale” means existing lots and includes those lots in the additional property described in Exhibit “A” of the Declaration and Amended Declaration which are the future phases of the property. Commencing at the annual meeting in 1986, the third director shall be elected by the Class A members eligible to vote excluding Class B votes. Nominations for Board of Directors to be elected by the members shall be accomplished according to “Robert's Rules of Order.”

**This section may not be amended.**

Section 6. Books; Summary.  
The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the Association in a manner consistent with general accepted principles of accounting, and at no greater than annual intervals shall obtain a summary (which need not be certified) of such books and records.

Section 7. Vacancy.  
If the office of any director elected by the Class A members becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, his successor shall be elected by the majority of the remaining directors. Any such appointed director serves only the unexpired term of his predecessor, unless such appointed sooner dies, resigns, is removed, or is incapacitated or otherwise unable to serve. This section does not apply to directors appointed by the Declarant pursuant to Articles II, Section 5.

Section 8. Removal.  
Excluding member of the Board of Directors appointed by Declarant pursuant to Article 2, Section 5.

Any director may be removed with cause at any meeting called especially for such purpose by a majority of the vote entitled to be cast by a quorum of the membership in person or by proxy.

Section 9. Regular Meetings.

Regular meetings of the Board of Directors shall be open to the members (who shall not be recognized or entitled to participate) and may be held at such time and place as shall be determined, from time to time, by a resolution adopted by a majority of a quorum of the directors; provided, however, that such meeting shall be held no less frequently than annually.

A director shall be deemed present at any meeting for all purpose if a conference telephone or similar communications device is utilized whereby all persons participating in the meeting can hear one another. Notes of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone, or telegraph, at least forty-eight (48) hours prior to the date named for such meeting, and shall be posted at a prominent place or places within the Common Areas.

Section 10. Specials Meetings.

Special meetings of the Board of Directors may be called by the President (or, if he is absent or refuses to act, by the Vice-President) or by any director. At least forty-eight (48) hours notice shall be given to each director, personally or by mail, telephone, or telegraph, which notice shall state the time, place, and the purpose of the meeting, and shall be posted at a prominent place or places on the Common Areas. If served by mail, each such notice shall be sent, postage prepaid, to the address of the director reflected on the records of the Association, and shall be deemed given, if not actually received earlier, at 5:00 o'clock pm. on the second day after it is deposited in a regular depository of the United States mail as provided herein. Whenever any director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such director, as required by law and as provided herein.

Section 11. Wavier of Notice.

Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice.

Attendance by a director at any meeting of the Board shall be a waiver of notice to him of the time and place thereof. If all directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. The transactions at any meeting of the Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call of notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs such written waiver of notice, a consent to holding such meeting, or an approval of the minutes therefor. All such waivers, consents and approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 12. Quorum and Adjournment.

Except as otherwise expressly provided herein, at all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Action without 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 vote or written consent of all the directors. Any action so approved shall have the same effect as though taken at a duly constituted meeting of the directors.

Section 14. Fidelity Bonds.

The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

Section 15. Committees.

The Board of Directors by resolution may, from time to time, designate such committees as it shall desire, and may establish the purposes and powers of each such committee created. The resolution designating and establishing the committee shall provide for the appointment of its members, as well as a chairman, and shall state the purposes of the committees, and shall provide for reports, termination, and other administrative matters as deemed appropriate by the Board.

Section 16. Order of Business.

The order of business at all meetings of the Board shall be as follows:

- A. Roll Call.
- B. Reading of the Minutes of last meeting.
- C. Consideration of Communications.
- D. Resignations and elections.
- E. Reports of Directors, Officers and Manager.
- F. Reports of Committees
- G. Unfinished business.
- H. Original resolutions and new business.
- I. Adjournment.

Section 17. Annual Budget. The Board shall adopt the annual budget.

### ARTICLE III

#### OFFICERS

Section 1. Designation.

The principal officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and a Assistant Secretary, and such other officers as in their judgment may be necessary. Officers need not be directors. Any two of said offices may be united in one person, except that the President shall not also be the secretary or an assistant secretary of the Corporation. If the Board so determines, there may be more than one (1) Vice-President. The President and Vice-President shall at all times be Members of the Board of Directors.

- Section 2. Appointive Officers.  
The Board of Directors may appoint such other officers, assistant officers and agents as it may deem necessary, who shall hold office during the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by said Board.
- Section 3. Removal of Officers.  
Upon an affirmative vote of a majority of the Board of Directors, any officer may be removed, with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Association. Any such resignation shall take effect upon the date of receipt of such notice or at any later time specified therein, and unless otherwise specified in said notice, acceptance of such resignation by the Board shall not be necessary to make it effective.
- Section 4. Compensation.  
Officers, agents, and employees shall receive such reasonable compensation for their services as may be authorized or ratified by the Board. Appointment of any officer, agent, or employee shall not of itself create contractual rights of compensation for services performed by such officer, agent, or employee.
- Section 5. President.  
The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a corporation. The President shall, have general supervision, direction, and control of the business of the Association. The President shall be ex officio a member of all standing committees, and he shall have such powers and duties as may be prescribed by the Board of Directors of these By-Laws. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal by the corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the corporation.

Section 6. Vice-President.

The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent, disabled, or refuses or is unable to act. If either the President or the Vice-President is unable to act, the Board of Directors shall appoint some other Member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors or these By-Laws.

Section 7. Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association at the principle office of the Association or at such other place as the Board of Directors may order. The Secretary shall keep the seal of the Association in safe custody and shall have charge of such books and papers as the Board of Directors may direct; and the Secretary shall, in general, perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notice of meetings of the Members of the Association and the Board of Directors required by these By-Laws or by law to be given. The Secretary shall maintain a list of the Members of the Association listing the names and addresses as furnished to the Association, and such list shall be changed only at such time as satisfactory evidence of a change in membership is presented to the Secretary. The Secretary shall perform all such other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts, tax records, and other records of business transactions of the Association, including accounts of all assets, liabilities, receipts, and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, upon request, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

## ARTICLE IV

### MEMBERSHIP

#### Section 1. Member.

Every person or entity who is a record Owner of a fee or undivided fee interest in any residential or commercial lot within the property or any additional lands submitted to the Declaration as amended, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation or for any entities or persons who are Leasees of any residential or commercial lease. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association. In the event the owner of a subdivision parcel is not a natural person, the subject entity shall designate a natural person who shall be entitled to occupy the parcel, and such natural person shall be a Member of the corporation, subject to the procedures set forth in the Declaration.

#### Section 2. Transfer.

Transfers of membership in the Association shall be made on the books of the corporation and shall be established by the recording among the public records of Lee County, Florida, of a deed or other instrument establishing fee simple title to a unit (unplatted lot) or lot in the property. Transferor shall automatically have his membership in the Association terminated upon transfer of lot or unit ownership.

#### Section 3. Eligible votes.

The Association shall have two classes of voting membership: Class A Members shall be entitled to one (1) vote for each lot owned. No Class A Member who is delinquent on any assessment due to the Association by eleven (11) days or more shall be entitled to vote until he pays said amount including any interest and legal fees, if applicable, in full. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each lot owned in the Property and the additional property described in Exhibit A of the Declaration and Amended Declaration until January 1, 1986. Thereafter the Class B Member shall be entitled to one (1) vote for each lot in the Property and additional property.

Section 4. Quorum.

Fifty (50%) percent of the total number of Member of the Association eligible to vote and present in person or by written proxy shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation, by these By-Laws, or by the Declaration. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called. No Class A Members shall be deemed to hold more than three (3) proxies for any purpose. Each proxy must be executed in writing by the Member of the Association. No proxy shall be valid after the expiration of thirty (30) days from the date of its execution unless it shall have specified therein its duration.

Section 5. Required Vote.

Unless a higher percentage is required expressly in these By-Laws, or in the Articles of Incorporation or the Declaration or any amendments thereto, any action that is required to be taken by the members of the Association may be so taken by a majority of the votes entitled to be cast by quorum of the members in person or by proxy. Amendment, alteration or revision of the Declaration, may be made by not less than two-thirds (2/3) of the total number of eligible votes as provided in these By-Laws.

Amendments, alterations or revisions of the By-Laws may be made not less than sixty (60%) percent of the total number of eligible votes as provided in these By-Laws. Nothing contained herein shall affect the rights of the Declarant to make such amendments to the Articles of Incorporation, the By-Laws, the Declaration.

This Section 5 may not be amended until Declarant no longer owns lots within the property and has not submitted additional property for a period of six years.

## ARTICLE V

### Administration

Section 1. Association Responsibilities.

The Association shall have the responsibility for administering the Common Areas; performing all lake maintenance as set forth in the Declaration; approving the annual budget; establishing and collecting all assessments, special assessments, and specific assessments; enforcing applicable rules and regulations; and performing all other obligations of the Association hereunder or under the Declaration, including, but not limited to, arranging for the management of the Common Area.

Section 2. Place of Meetings of Members.

Meetings of the Members shall be held within the Spring Woods Mobile Home Subdivision community, or such other suitable place as may be designated by the Board of Directors.

Section 3. Annual Meeting of Members.

The annual meeting of Members shall be held on the third Wednesday in January. Thereafter, the annual meetings of the members shall be held on the date and at the time determined by the Board of Directors from time to time, provided that there shall be an annual meeting every calendar year and no later than thirteen (13) months after the last preceding annual meeting, if possible. The Members may transact such business of the Association as may properly come before the meeting.

Section 4. Special Meetings of Members.

Special meetings of the Members may be called at any time by a majority of either the Board of Directors or the Members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. Notice of Meetings of Members.

It shall be the duty of the Secretary of the Association to mail a notice of each annual or special meeting of Members, stating the purpose thereof as well as the day, hour, and place where it is to be held, to each Member at least ten (10), but not more than sixty (60), days prior to such meeting. The notice may set forth time limits for speakers and nominating procedures for the meeting. The mailing of a notice, postage prepaid, in the manner provided in this Section shall be considered notice served.

Section 6. Adjourned Meeting.

If any meeting of the Membership cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days, not more than thirty (30) days, from the time the original meeting was called. Such adjourned meeting may be held only upon a new notice given by announcement at the meeting at which such adjournment is taken. If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 7. Order of Business.

The order of business at all meetings of the Membership shall, unless waived, be as follows:

- (a) roll call to determine the Members present at the meeting;
- (b) proof of waiver of notice;
- (c) reading of minutes of preceding meeting;
- (d) reports of officers;
- (e) reports of committees;
- (f) unfinished business;
- (g) new business.

Meetings of Members shall be conducted by the officers of the Association.

Section 8. Minutes, Presumption of Notice.

Minutes or a similar record of the proceedings of meetings of Members, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE VI  
CONFLICTING PROVISIONS

In case any of these By-Laws conflict with any provisions of the laws of the State of Florida, such conflicting By-Laws shall be null and void upon final court determination to such effect, but all other provisions of these By-Laws shall remain in full force and effect. In case of any conflict between the Articles and these By-Laws, the By-Laws shall control. In case of any conflict between the Declarations and these By-Laws, the Declaration shall control.

ARTICLE VII  
AMENDMENTS TO BY-LAWS

These By-Laws may be amended by the Board at a duly constituted meeting of the Board for such purpose. Amendments to these By-Laws shall be approved by a majority of the directors at a duly constituted regular or special meeting of the Board. No amendment may be adopted that adversely affects the rights of the Declarant, Without the prior written consent of the Declarant.

**THIS ARTICLE VII MAY NOT BE AMENDED**

We HEREBY CERTIFY that the foregoing By-Laws of the Association were duly adopted by the Board of Directors of the Association on the 13<sup>th</sup> day of January, 1983.

Approved:

Bruce T. Brady  
President

Carie H. Brady  
Secretary  
(CORPORATE SEAL)

