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**BYLAWS OF
 PINE HILLS ESTATES
 PROPERTY OWNERS ASSOCIATION, INC.
 A NON PROFIT CORPORATION**

JED PITTMAN, PASCO COUNTY CLERK
 09/12/02 11:10am 1 of 9
 OR BK **5066** PG **1005**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is **PINE HILLS ESTATES PROPERTY OWNERS ASSOCIATION, INC.**, The principal office of the corporation shall be located at; 3909 Northampton Way, Tampa, Florida 33624, but meetings of members and directors may be held such places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

SECTION 1. "Association" shall mean and refer to **PINE HILLS ESTATES PROPERTY OWNERS ASSOCIATION, INC.**, its successors and assigns.

SECTION 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners, or property dedicated for the benefit of the owners, including Surface Water Management System.

SECTION 3. "Declarant" shall mean and refer to **Pine Hills Estates Development, LLC.**, a Florida limited liability company, its successors or assigns.

SECTION 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restriction applicable to the subdivision and recorded on the 12th day of September, A.D., 2002, in the Public Records of Pasco County, Florida, in Official Record Book 5066, page 987.

SECTION 5. "Lot" shall mean and refer to any plot of land shown on the plat with the exception of the Common Areas, as shown thereon or so dedicated.

SECTION 6. "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Declaration.

SECTION 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

THOMAS P. McALVANAH, P.A.
 ATTORNEY AT LAW
 5739 Gall Blvd.
 Zephyrhills, FL 33547

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. *Annual Meetings.* The first annual meeting of members shall be held within one (1) year from the date of Incorporation of the Association. Subsequent annual meetings of members shall be held on the same day of the same month of each year thereafter at the hour of _____ o'clock __.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

SECTION 2. *Special Meetings.* Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of members who are entitled to vote one four (1/4) of all votes of the Class A membership.

SECTION 3. *Notice of Meetings.* Written notice of each meeting of members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than fifty (50) days before such meeting 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 receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

SECTION 4. *Quorum.* The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of the lot owners shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these By-Laws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present.

SECTION 5. *Proxies.* At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his lot.

ARTICLE IV
BOARD OF DIRECTORS
TERM OF OFFICE; FIRST ELECTION; REMOVAL

SECTION 1. *Number.* The affairs of the Association shall be managed by a Board of Directors who shall be nominated and elected by the members of the Association. A person eligible for nomination to the Board of Directors shall either be members of the Association or individual(s) nominated by the Declarant, its heirs, successors or assigns. The number of Directors may be increased or decreased from time to time by amendment to these By-Laws, and no decrease shall have the effect of shortening the term of any Director.

SECTION 2. *Term of Office.* At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year, and at each annual meeting thereafter, the members shall elect three (3) Directors for a term of one (1) year.

SECTION 3. *Removal.* 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.

ARTICLE V
BOARD OF DIRECTORS
NOMINATION AND ELECTION

SECTION 1. *Nomination.* Nomination for election to the Board of Directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the Board of Directors and two or more members of the Association. The committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of the next annual meeting, and such appointment shall be announced at each 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 in no event shall it nominate less than the number of vacancies to be filled.

SECTION 2. *Election.* Election to the Board of Directors shall be by secret written ballot. At such election the members of their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes shall be elected.

ARTICLE VI
BOARD OF DIRECTORS MEETINGS

SECTION 1. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

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 Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

ARTICLE VII
POWERS AND DUTIES

SECTION 1. *Powers.* The Board of Directors shall have power to:

- a. Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations;
- b. Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is 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 thirty (30) days for infraction of published rules and regulations;
- c. Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these By-Laws;
- d. Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors; and
- e. Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

SECTION 2. *Duties.* It shall be the duties of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one fourth of the Class A members entitled to vote thereat;
- b. Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;
- c. As more fully provided in the Declaration, to:
 - i. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

- ii. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- iii. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally to pay the same.
- iv. Prepare a proposed annual budget of the common expenses of the Association. This budget shall include the projected operating expenses for the succeeding year; said budget shall detail the estimated expenses for the Common Areas as well as for the general operating and administrative expenses of the Association. In addition to the annual operating expenses, the budget shall include reserve accounts for the maintenance of roads and Common Areas.

As used in this Declaration, "common expenses" shall mean those expenses for the maintenance, repair and replacement of the Common Areas, including roads, storm drains, and other improvements upon the Common Areas, including those items in Article III of the Declaration of Covenants, Restrictions and Easements for *Pine Hills Estates, Phases VII, & VIII*, f/k/a *Hyland Farms Subdivision, Phases VII, & VIII*, as well as the general operating and administrative expenses of the Association.

A copy of the proposed annual budget will be mailed to each member of the Association, by mailing a copy of said budget, together with a notice of the meeting, in a manor and within the time as provided by Article III of these By-Laws.

- e. Issue, or cause an appropriate office to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment.

The Board may impose a reasonable charge for the issuance of these certificates;

- f. Procure and maintain adequate liability and hazard insurance on all property owned by the Association;
- g. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- h. Cause the common area to be maintained.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

SECTION 1. Enumeration of Offices. The Officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, and a Secretary,

. 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 members.

SECTION 3. *Term.* The officers of the Association shall be elected annually by the Board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise be disqualified to serve.

SECTION 4. *Special Appointments.* The Board may elect such other officers as the affairs in 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 by the Board at any time with or without cause. Any officer may resign at any time by 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 of the Board. The officer appointed to such vacancy shall serve for the unexpired 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:

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

b. ***Vice President.*** The Vice-President shall act in the place 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.

c. ***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 to all papers so requiring; serve notice of meetings of the Board and of members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the Board or by law.

d. ***Treasurer.*** The Treasurer shall receive and deposit in appropriate bank accounts all

funds 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; shall keep proper books of account; shall cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE IX
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual or special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments not paid when due are considered delinquent. If any assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or may foreclose the lien against his property. Interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his lot.

ARTICLE X
BOOKS AND RECORDS
INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours. The Declaration, Articles of Incorporation, and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ***PINE HILLS ESTATES PROPERTY OWNERS ASSOCIATION, INC.***

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall be the calendar year except that the first fiscal period shall begin on the date of Incorporation and shall end on December 31st of the year of Incorporation.

ARTICLE XIII
AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of members, by vote of a 60% of members present in person or by proxy.

ARTICLE XV
CONFLICTS

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

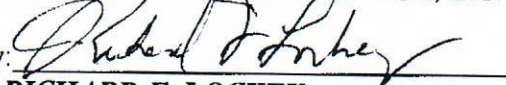
IN WITNESS WHEREOF, executed at Zephyrhills, Pasco County, Florida on the date first above written.

Signed, Sealed and Delivered in the Presence of:



Print Witness: CATHERINE HENDERSON


Print Witness: C. Giunta

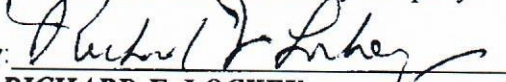
"PINE HILLS ESTATES
PROPERTY OWNERS ASSOCIATION, INC."

By: 
RICHARD F. LOCKEY
its: President


Print Witness: CATHERINE HENDERSON


Print Witness: C. Giunta

"PINE HILLS ESTATES DEVELOPMENT,
LLC, a Florida limited liability company"

By: 
RICHARD F. LOCKEY
its: Managing Member

STATE OF FLORIDA
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Richard F. Lockett as President of the Pine Hills Estates Property Owners Association, Inc., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he/she executed the same, that I relied upon the following forms of identification of the above-named person: Richard F. Lockett.

WITNESS my hand and seal in the County and State last aforesaid on this 29 day of August A.D. 2002.
Seal/Commission Expiration: 4/2/05

Catherine Henderson
NOTARY PUBLIC CATHERINE HENDERSON

STATE OF FLORIDA
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Richard F. Lockett as Managing Member of the Pine Hills Estates Development, LLC, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he/she executed the same, that I relied upon the following forms of identification of the above-named person: Richard F. Lockett.

WITNESS my hand and seal in the County and State last aforesaid on this 29 day of August A.D. 2002.
Seal/Commission Expiration: 4/2/05

Catherine Henderson
NOTARY PUBLIC CATHERINE HENDERSON