

BYLAWS OF  
BARRINGTON HOMEOWNER'S' ASSOCIATION, INC.

ARTICLE 1

1. Membership. The members of Barrington Homeowners' Association, Inc. (the "Association"), a corporation not for profit organized under Florida law, shall consist of the owners ("Owner") of lots ("Lots") on the Property located in Brevard County, Florida, as described in the Declaration of Covenants and Restrictions for Barrington Homeowners' Association, recorded in the Public Records of Brevard County, Florida (the "Declaration"), and in any other property annexed in accordance with the Declaration. The membership of each Owner shall terminate when the Owner ceases to be an owner of a Lot. Upon the sale, transfer or other disposition of ownership interest in a Lot, membership in the Association shall automatically be transferred to the new Lot Owner. The Association may issue certificates evidencing membership.

2. Votes. Each member shall have one vote for each Lot owned by that member, provided, however, there shall only be one vote for each Lot. In the event of joint ownership of a Lot, the members of the Lot must agree by majority vote to cast the vote represented by that Lot.

3. Quorum. A quorum at Association meetings shall consist of attendance in person or by proxy of members entitled to cast at least thirty percent (30%) of the votes of the Association. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purposes of determining a quorum.

4. Proxies. Votes may be cast in person or by proxy. Proxies shall be in writing, shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the meeting.

ARTICLE II  
MEETINGS OF MEMBERSHIP

1. Rules. The meetings of the membership shall be held in accordance with the provisions of the Declaration and, subject to the Declaration, in accordance with these Bylaws. Except where in conflict with the Declaration of these Bylaws, Robert's Rules of Order (as amended) shall govern the conduct of all membership meetings.

2. Annual meeting. The annual meeting of the Association membership shall be held at the offices of the Association or at such other place in the state of Florida as shall be designated by the Board or the President of the Association. The annual meeting shall be held in February of each year.

3. Special meetings. Unless specifically provided otherwise herein or in the Declaration, meetings of the membership shall be held when directed by the President or the board or when requested in writing by members holding at least thirty percent (30%) of the votes having the right to votes at such meeting. The call for the meeting shall be issued by the Secretary.

4. Notice. Notice of all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association to each member unless waived in writing. Such notices shall be written or printed, and shall be mailed or personally delivered or posted to each member as follows:

(a) For annual meetings, not less than fourteen (14) nor more than sixty (60) days prior to the date set for the meeting;

(b) For any meetings, annual or special, at which the budget of common expenses will be considered, not less than ten (10) nor more than thirty (30) days prior to the date of the meeting;

(c) For special meetings called by the membership pursuant to Section 3 above, not less than ten (10) days nor more than thirty (30) days prior to the meeting; and

(d) For any other special meetings, not less than forty-eight (48) hours prior to the date of the meeting, unless the Board determines that an emergency exists, in which case the Board shall give such notice as is reasonable under the circumstances.

All notices may be sent to members by regular mail in addition, except in an emergency when such notice requirement shall be waived, written notices shall be posted in a conspicuous place on the Property not less than forty-eight (48) hours prior to any special meeting and not less than fourteen (14) days prior to the annual meeting.

5. Waiver. Any Owner may waive notice of a meeting or consent to the holding of a meeting without notice or consent to action taken without a meeting, by execution of a waiver or consent in writing. Such a waiver or consent may be executed prior to, at, or subsequent to the meeting or Association action to which the waiver or consent relates.

### ARTICLE III BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of seven (7) directors, or not less than five (5), who are members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect directors for a term of three (3) years.

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 un-expired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service they render to the Association. However, any director may be reimbursed for their actual expense incurred in the performance of their 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 though taken at a meeting of the directors.

Section 6. Qualifications. Each director shall be a Lot Owner or the spouse of a Lot Owner (or, if a Lot Owner is a corporation, partnership or trust, a director may be an officer, partner or beneficiary of such Owner). If a director shall cease to meet such qualifications during their term, they shall thereupon cease to be a director and their place on the Board shall be deemed vacant.

#### ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS

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 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 such annual meeting until 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 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. At such election, the members or their proxies 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.

ARTICLE V  
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or as deemed necessary, at such place and hour as may be fixed from time to time by resolution of the Board. Meetings will be open to membership when requested.

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 directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors 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 VI  
POWER AND DUTIES

Section 1. Powers and Duties. The Directors shall have the following powers and duties:

- (a) to elect the officers of the Association as hereinafter provided;
- (b) to administer the affairs of the Association and the Property and formulate policies for such purposes;
- (c) to provide administrative rules and regulations governing the administration, management, operation and use of the Property and to amend such rules and regulations from time to time;
- (d) to provide for the maintenance, repair and replacement of those parts of the Property stated in the Declaration to be maintained by the Association;
- (e) To provide for the designation, hiring and removal of employees and other personnel or service companies, including a property manager, to engage or contract for the services of others, to make purchases for the maintenance, repair, replacement, administration, management and operation of the Property and to delegate any such powers to the employees or agents of the Association;
- (f) To estimate the amount of the annual budget, to provide the manner of assessing and collecting from the Owners their respective shares of such estimated expenses as hereinafter provided and to assess any supplemental assessment as the Board shall deem necessary;

(g) To unless, otherwise provided here in or in the Declaration, comply with the instructions of a majority of the Owners as expressed in a resolution duly adopted at any annual or meeting of the Owners;

(h) To exercise all other powers and duties of the Board provided for in the Declaration of the Articles;

(i) 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.

Section 2. Duties. It shall be the duty 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 the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Class A members who are entitled to vote;

(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:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) 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 obligated to pay the same.

(d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any 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 adequate liability and hazard insurance on Property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII  
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and a 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 term, unless they 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 late 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. An officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

Section 7. Multiple Offices. The offices of the 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

(a) 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 written instruments and shall co-sign all checks and promissory notes.

Vice President

(b) 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

(c) 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; 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. The Secretary will distribute minutes of annual meetings to every homeowner within ten (10) days of the meeting.

Treasurer

(d) 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 VIII  
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and 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.

VI

ARTICLE IX  
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, 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 additional copies may be purchased at reasonable cost.

ARTICLE X  
ASSESSMENTS

1. Budget. The Board shall cause to be prepared an estimated annual budget for each fiscal year of the Association, taking into account the estimated expenses and cash requirements necessary to fulfill all of the obligations of the Association as set forth in the Declaration. To the extent that the assessments and other cash income collected during the preceding year shall be more or less than the expenditures for such preceding year, such surplus or deficit shall also be taken into account.

2. Approval. The estimated annual budget for each calendar/fiscal year as prepared by the Board shall be approved as provided in the Declaration. Two Board members will attest to the accuracy of the books prior to the preparation of the annual budget. A copy of the proposed annual budget shall be mailed to members not less than ten (10) days prior to the meeting at which the budget is to be considered, together with notice of the meeting specifying the time and place at which it will be held.

3. Payment. Payment of the assessments shall be as provided in the Declaration. The Board may send to each Owner a statement of the assessment of such Owner for the period covered by the statement, but the failure to receive such statement shall not relieve any Owner of their obligation to pay their assessment to the Treasurer (or as otherwise directed) on or before the date owed.

4. Supplemental Budget. If during the fiscal year it appears to the Board that the assessments are insufficient to cover the estimated common expenses for the remainder of the year, then the Board shall prepare and approve a Supplemental budget covering the estimated

deficiency for the remainder of such year, which shall be approved in accordance with the Declaration. A special meeting of the Association membership will be held to approve the new budget. Reductions in the annual, if any, assessment will be decided at the annual meeting.

5. Limitation. Without the approval of Owners holding at least 75% of the votes of the Association the Board shall not approve any capital expenditures in excess of two thousand dollars (\$2,000) other than rebuilding, repairing or replacing damaged property or as specifically provided in the Declaration.

ARTICLE XI  
RULES AND REGULATIONS



Uniform rules and regulations governing the use of the Property shall be adopted from time to time by the Board. All Owners shall obey the rules and regulations as adopted by the Board.

ARTICLE XII  
BYLAWS AMENDMENTS

These Bylaws may be amended, altered or rescinded upon a majority vote of the membership at a regular or special meeting of the Association, notice of which shall state that such proposed amendment is to be voted on at the meeting. All amendments of the bylaws shall be duly recorded as an Exhibit to the Declaration in the Public Records of Brevard County, Florida.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Barrington Homeowners Association, Inc., a Florida corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Association thereof, held on the  
23 day of July, 2001.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Association this 24 day of July, 2001

(signed) L.A. Fasulo  
Secretary

b:by-laws