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BOOK: R2215 PAGE: 00743
FEB 05 1999 02:22 PM
DAVE LANG, CLERK OF COURTS

AMENDED BY-LAWS OF BREWSTER HOMEOWNERS ASSOCIATION, INC.



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ARTICLE I NAME

The name of this Association shall be Brewster Estates Homeowners Association, Inc., a Florida corporation not for profit, hereinafter called "Association".

ARTICLE II NATURE AND PURPOSE

These By-Laws are intended to govern the administration and management of the Association and to ensure a fair and efficient exercise of the powers vested in the Association by the Articles of Incorporation.

ARTICLE III MEMBERS

1. Change of membership in the Association shall be established by the recording in the public records of Leon County, Florida, of a deed or other instrument establishing a record title to any parcel subject to the restrictive covenants of Brewster Estates, and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association upon the payment of any required fees or assessments. The membership of the prior owner shall be thereby terminated.
2. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his parcel.
3. The annual members' meeting shall be held in January on a date to be determined each year by the board of directors
4. Special members' meetings shall be held whenever called by the President, Vice President or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request from any 35% of members entitled to vote.
5. Notice of all members' meetings, stating the time and place and the objects for which the meeting is called, shall be given by the President, Vice President or Secretary, unless waived in writing, to each member at his address as it appears on the books of the Association and shall be mailed not less than seven days nor more than 60 days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.
6. A quorum at members' meetings shall consist of a majority of members present at such meeting.
7. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.
8. The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be:

- (a) election of chairman of the meetings;
- (b) calling of the roll and certifying of proxies;
- (c) proof of notice of meeting or waiver of notice;
- (d) reading and disposal of any unapproved minutes;
- (e) reports of officers;
- (f) reports of committees;
- (g) election of inspectors of election;
- (h) election of unit representatives - board of directors;
- (i) unfinished business;
- (j) new business; and
- (k) adjournment.

ARTICLE IV BOARD OF DIRECTORS

1. A Board of Directors consisting of ten (10) persons who shall be elected at the annual meeting of the members in the following manner shall manage the affairs of the Association:
(a) The majority of owners of residential Units I, II, III, IV and V respectively, present at the meeting, shall elect representatives for their respective Units as follows: Unit I, 2 representatives; Unit II, 3 representatives; Unit III, 1 representative; Unit IV, 1 representative; and Unit V, 3 representatives. Said representatives shall constitute the Board of Directors.
2. The Directors shall be elected for a term of one year, and until their successors are elected and qualified.
3. The Board of Directors may appoint or employ such other agents or employees as may from time to time be deemed necessary and proper to carry out its duties.
4. Special meetings of the Board of Directors may be called:
(a) By the President, or in his absence by the Vice President; or
(b) By any 35% voting members of the Association.
5. Written notice of the meetings of the Board of Directors shall be served on each Director by the person or persons calling the meetings at least five days in advance. Such notice may be waived.
6. Minutes of all meetings of the Board of Directors shall be open to inspection by any member of the Association.

7. A quorum at meetings of the Board of Directors shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Articles of Incorporation or these By-Laws. If a quorum is not present at any meeting, the majority of those present may adjourn the meeting from time to time until a quorum is present.
8. All the powers and duties of the Association existing under the Articles of Incorporation, these By-Laws, and Florida law, shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by members when such is specifically required. Compensation of employees of the Association shall be fixed by the Directors. A Director may be an employee of the Association.
9. Any Directors may be removed and a new Director elected and qualified at any special meeting called for the purpose upon the vote of seventy-five percent of the total membership.

ARTICLE V OFFICERS

1. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall in all cases be members of the Board of Directors and shall be elected by the Board of Directors at the members' annual meeting.
2. The Officers of the Association shall each hold office for one year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. 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. 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.
3. The duties of the officers are as follows:
 - (a) President - The President shall be the chief executive officer of the Association and shall have all powers and duties, which are usually vested in the office of the President of an association. He shall preside at all meetings of the Board of Directors, shall be charged with administering the orders and resolutions of the Board, shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes, shall have the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, and shall take such other acts as are necessary and proper to administer the Association.
 - (b) 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 deeds as may be required of him by the Board.
 - (c) Secretary - The Secretary shall record the votes and keep the minutes of all of the meetings and proceedings of the Board of the members, keep the corporate seal of the Association and affix it to 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 may be required by the Board.
 - (d) Treasurer - The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Directors, shall cosign 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, 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 VI ASSESSMENTS

As more fully provided in the Restrictive Covenants and Articles of Incorporation, 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 be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 18% per annum and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

ARTICLE VII INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the President or officer is adjudged guilty of willful misfeasance or malfeasance in the

ARTICLE VIII AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary/Treasurer at or prior to the meeting.
3. Approval of an amendment must be by not less than seventy-five (75) percent of the members voting thereon, in person or by proxy, at an annual meeting or a special meeting called for that purpose.
4. No amendment shall make any changes in the qualifications for membership or the voting rights of members without approval in writing of all members.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of BREWSTER ESTATES HOMEOWNERS ASSOCIATION, INC., and that the foregoing By-Laws constitute the original By-Laws of such Association as duly adopted at the annual meeting of the Association thereof, held on the Twenty-First day of January, 1999.


Elizabeth D. Laurienzo, PRESIDENT

Who is personally known by me,

Sworn to and subscribed before me by the above-stated President, this 25th day of

January, 1999. ELIZABETH D. LAURIENZO, who is personally known by me.

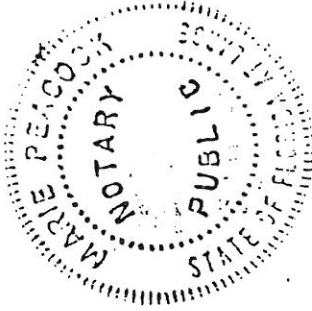

Notary Public, State of Florida at Large

My commission expires:



Patricia Marie Peacock
MY COMMISSION # 00393111 EXPIRES
September 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

PREPARED BY:
ROBERT G. BAKER
2585 PANTHER
CREEK ROAD
TALLAHASSEE, FL
32306



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