

WORKING COPY* OF THE
BY-LAWS OF LOMA LINDA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Loma Linda Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 2251 Lucien Way, Suite 300, Maitland, Florida 32751, but meetings of members and directors may be held at such places within the State of Florida, County of Polk, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

When used in these By-Laws or in any amendment hereto the following words shall have the following meanings:

Section 1. "Additional Property" shall mean and refer to those lands, together with any improvements thereon, other than the Phase One Property, made subject to the Declaration under Article II thereof.

Section 2. "Area of Common Responsibility" shall mean and refer to any land or improvement located in or near The Properties, not intended to be owned by the Association, but which is intended to be operated, maintained, insured or improved by the Association. Areas of Common Responsibility may be designated by the Declaration, by any Supplemental Declaration, by contract entered into by the Association, or by decision of the Board. Declarant has designated the following Areas of Common Responsibility: (i) maintenance, illumination and irrigation of the unpaved areas along the frontage of The Properties at and within the south one-half of the right-of-way of Loughman Road, the unpaved areas within the main entry to The Properties from Loughman Road at Loma Bonita Drive, and the unpaved shoulders and medians within and along the rights-of-way of Loma Bonita Drive, Alta Vista Court, September Court, Hilltop Street and Cartaya Circle, together with all signs, lighting fixtures, electrical equipment, irrigation lines and equipment, landscaping materials and features and drainage improvements located in and along said areas, (ii) the structural elements of the perimeter walls from time to time located along the right-of-way of Loughman Road, as well as the exterior finishes along the top of the said walls and on the face of said walls visible from Loughman Road, and (iii) all street lighting in The Properties until such time as a municipal service taxing unit or equivalent mechanism is created to assume responsibility to collect for and pay the cost of street lighting.

* This document is a "working copy" of the association's Bylaws adopted on March 5, 1990. It was prepared as an aid to officers, directors and members of the association. These are not the "official" Bylaws, which should be reviewed before any decisions are made in reliance on this "working copy".

Section 3. "Association" shall mean and refer to Loma Linda Homeowners Association, Inc., a Florida corporation not for profit, and its successors and assigns.

Section 4. "Board" or "Board of Directors" shall mean and refer to the Board of Directors of the Association.

Section 5. "By-Laws" shall mean and refer to these By-Laws of the Association, as amended.

Section 6. "Certificate of Incorporation" shall mean and refer to the Articles of Incorporation of the Association, as amended.

Section 7. "Common Expenses" shall mean and refer to the actual and estimated expenses of operating the Association and meeting the costs to be incurred by the Association in performing its duties and in exercising its prerogatives, including without limitation the costs incurred for operation, maintenance, insurance and improvement of Common Properties and Areas of Common Responsibility, and any reserves established by the Board.

Section 8. "Common Properties" shall mean and refer to all real and personal property from time to time intended to be owned and maintained by the Association and to be devoted to the use and enjoyment of all Members of the Association, all at Common Expense. There are no Common Properties in the Phase One Property and no representation or commitment is made that any Additional Property will contain any Common Properties. Reference is made in these Bylaws to Common Properties solely for the purpose of permitting the Declarant to designate Common Properties in Additional Properties at its sole discretion.

Section 9. "Declarant" shall mean and refer to CRP, Inc., a Florida corporation, and its successors and assigns.

Section 10. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Loma Linda recorded or to be recorded in the Office of the Clerk of the Circuit Court, Polk County, Florida, together with any supplements or amendments hereto.

Section 11. "Dwelling" shall mean and refer to a single family residence located on a Lot.

Section 12. "Lot" shall mean and refer to each residential building site created by any recorded plat of The Properties, whether or not said Lot has yet been improved with a Dwelling.

Section 13. "Member" shall mean and refer to each Member of the Association as provided in Article III, Section 2 of the Declaration.

Section 14. "Owner" shall mean and refer to the record holder, whether one or more persons or entities, of fee simple title to each Residential Unit in The Properties, but, notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure proceeding or a conveyance in lieu of foreclosure. All owners of a single Residential Unit shall be treated for all purposes as a single Owner, irrespective of whether such ownership is joint, in common or tenancy by the entirety.

Section 15. "Phase One Property" shall mean and refer to the real property described on Exhibit "A" to the Declaration.

Section 16. "The Properties" shall mean and refer to the Phase One Property, together with any Additional Properties which are hereafter annexed from time to time pursuant to Article II of the Declaration.

Section 17. "Residential Unit" shall mean and refer to each Lot in The Properties, together with any Dwelling located thereon.

Section 18. "Supplemental Declaration" shall mean and refer to any instrument which extends the scheme of the Declaration to Additional Property pursuant to Article II of the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Association shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting. 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.

Section 3. Notice of Meeting. 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 15 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 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-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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.

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. 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 five (5) directors when the Class A members gain control, but shall be managed by three (3) directors while the Declarant has control. All directors need not be members of the Association.

Section 2. Term of Office. When five (5) directors are elected, the Members shall elect two (2) directors for a term of one year, two (2) directors for a term of two years and one (1) director for a term of three years; and at such annual meeting thereafter the Members shall elect replacement directors for terms of three 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 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 though taken at a meeting of the directors.

ARTICLE V
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. Such nominations may be made from among members or non-members.

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 VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and at such place and hour as may be fixed from time to time by a majority 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.

Section 2. Special Meeting. 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 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 power to:

(a) adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member 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 infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association 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 consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 at least one-fourth (1/4) but not less than twenty-five (25) 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;

2. send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and

3. foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay same.

(d) issue, or to cause an appropriate officer 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 any property owned by the Association;

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

(g) cause the Common Properties, if any, to be maintained.

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 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 holding of multiple offices shall be permitted.

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 written instruments and shall co-sign all promissory notes.

(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 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 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.

(d) Treasurer. 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 Association shall 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 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 copies may be purchased at 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 lien upon the property against which the assessment is made.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Loma Linda Homeowners Association, Inc., a Florida not for profit corporation.

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, 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, except

that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

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 XIV
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.