

**BY-LAWS OF
FLAMINGO GARDENS ESTATES HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON PROFIT CORPORATION**

**ARTICLE I
OFFICES**

Section One - Principal Office. The principal office of this corporation in the State of Florida shall be located in Dade County, Florida.

Section Two - Other Offices. The corporation may have such other offices, either within or without the County of Dade, State of Florida, as the Board of Directors from time-to-time determine.

**ARTICLE II
MEMBERSHIP**

Section One - Classes of Membership. The corporation shall have two classes of members, but no more than one membership may be held by any one person.

Section Two - Qualifications. Any person who is a record owner of a fee or undivided fee interest in any Lot or Residential Unit and agrees to be bound by the Articles of Incorporation of this corporation, by these By-Laws, and by such rules and regulations as the Directors may from time-to-time adopt, is eligible for membership in this corporation. *

Section Three - Admission to Membership. The Directors shall from time-to-time prescribe the form and manner in which application may be made for membership, and members may be admitted only by the Board of Directors.

Section Four - Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section Five - Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section Six - Transfer, Termination and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate upon the resignation or death or removal of a member or sale of the Lot or Residential Unit owned by the member. Any

member may be removed from membership in this corporation for conduct prejudicial to this corporation or inconsistent with the purposes for which it is formed, by a majority vote of the members present at any meeting of the members. Such person shall be given reasonable notice to appear personally at such meeting of the members and at such time shall be given a hearing. Individuals whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE III CERTIFICATE OF MEMBERSHIP

Section One - Certificate of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President any by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Section Two - Issuance of Certificates. When a person or entity has become eligible for membership, a certificate of membership shall be issued in the name of such individual or organization and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of such certificate under the provisions of Section One of this Article.

ARTICLE IV MEETINGS OF MEMBERS

Section One - Annual Meeting. An annual meeting of members shall be held in the month of _____ in each year, beginning with the year 1994. Appropriate for consideration at such meetings shall be the election of Directors and such other corporate business as may come before the meeting. If the election of Directors shall not be held in the month designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of members conducted as soon thereafter as may be convenient.

Section Two - Special Meeting. Special meetings of members may be called by the President or the Board of Directors or not less than one-third of such members as may be qualified to vote.

Section Three - Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida as the place of meeting for any annual or special meeting of members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the principal office of the corporation, provide, however, that if al members shall meet at any time and place, either wltin or

without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate may be taken.

Section Four - Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote a such meeting, not less than ten nor more than sixty days prior to the date of such meeting, by or at the direction of the President, Secretary, or such Officers or persons as are calling the meeting. In case of special meetings, or when required by these By-Laws or by law, the purpose of purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his address as it appears on the records of the corporation at the time of mailing.

Section Five - Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect thereto.

Section Six - Quorum. Members holding one-third of the total votes which may be cast at any meeting shall constitute a quorum at such meeting for the transaction of all business. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section Seven - Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from its date of execution unless otherwise provided in the proxy.

Section Eight - Voting by Mail. When Directors or Officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V DIRECTORS

Section One - Number. The authorized number of Directors of this Corporation shall be not less than three but not more than five. The Directors shall elect a Chairman of the Board.

Section Two - Term of Office. The Directors named in the Articles of Incorporation as the first Board of Directors shall hold office until the first meeting of the members when an election of Directors shall be held. Thereafter, the term of office of each Director shall be one year, or until the next annual meeting of members following his election, and until his successor shall have been duly elected and shall have been qualified.

Section Three - Powers. Except as otherwise provided in Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time-to-time, by resolution, designate.

Section Four - Replacement of Directors. Whenever a vacancy exists on the Board of Directors whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining Directors, at a regular or special meeting of the Board. Any person elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his predecessor in office, subject to the power of removal contained herein.

Section Five - Compensation. The Board shall determine the amount of compensation, if any, to be paid Officers and employees for services rendered to the corporation.

Section Six - Meetings.

(a) Meetings shall be held at such place or places as the Board of Directors may from time-to-time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) Regular meetings shall be held as soon as convenient after the first annual meeting of members. Notice of such meetings shall be signed by the President or Secretary and mailed to each Director at the address last recorded on the books of the corporation, not less than three days prior to the date thereof; provided, however, that this requirement may be waived by resolution of the Board of Directors and that no notice of such meeting will be necessary if the entire Board is present.

(c) The President or Chairman of the Board, may, as he/she deems necessary and appropriate, and the President or Secretary shall, if so requested in writing by two members of the Board of Directors, call a special meeting of the Board. In such event, three days written notice to each Director shall be deemed sufficient, provided, however, no notice shall be necessary if the entire Board is present.

(d) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided however, that if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

(e) Except as may otherwise be provided in those By-laws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section Seven - Action Without Meeting. No meeting need be held by the Board to taken any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Eight - Liability of Directors. The Directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE VI OFFICERS

Section One - Designation of Officers. The Officers of the corporation shall be a President, one or more Vice Presidents (as shall be determined by the Board of Directors), a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such Offices to have the authority and perform the duties prescribed, from time-to-time, by the Board of Directors. Any two or more offices may be held by the same person.

Section Two - Election and Term of Office. The Officers of this corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected and qualified.

Section Three - Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the corporation would be hereby best served.

Section Four - Vacancies. A vacancy in any office whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five - Chairman. The Chairman of the Board of Directors shall preside at all meetings of the members and of the Board of Directors.

Section Six - President. The President shall be the Chief Executive Officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The President, subject to the approval of the Board, may hire and terminate the employment of employees of the corporation, except Officers. He may sign, with the Secretary or other Officer duly authorized by the Board of Directors, any deeds, mortgages, bond, contracts, or other instruments the execution of which has been authorized by the Board of Directors except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these By-Laws, or by law to some other Officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section Seven - Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon, the President. Any Vice President shall perform such additional duties as may from time-to-time be assigned to him by the President or by the Board of Directors.

Section Eight - Treasurer. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors and in general perform all duties incidental to the Office of Treasurer and such other duties as may from time-to-time be assigned to him by the President or by the Board of Directors.

Section Nine - Secretary. The Secretary shall keep the minutes of meetings of members and of the Board of Directors, and may perform such other duties as may be determined from time-to-time by resolution.

Section Ten - Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the President, the Treasurer, or the Secretary of the corporation.

ARTICLE VII COMMITTEES

Section One - Executive Committees. By majority vote of the Directors in office the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided however, that the

designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, of any Director individually, of any responsibility imposed on it or him by these By-Laws, or by law.

Section Two - Budget Committee. The matter of preparing the annual budget shall be exclusively vested in the budget committee which shall consist of not less than three Directors and two members who shall be elected by majority vote of the Board of Directors.

Section Three - Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution duly adopted by majority vote of the Board of Directors. Members of committees shall be members of the corporation, and shall be selected by appointment of the President. Any member may be removed by the person or persons authorized to appoint that member, whenever in the judgment of such person or persons the interests of the corporation would be best served by such removal.

Section Four - Terms of Office. Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member thereof.

Section Five - Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members of the committee.

Section Six - Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

Section Seven - Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Eight - Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these By-Laws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One - Contracts. The Board of Directors may, by resolution duly adopted, authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these By-laws, to enter into any contract or to execute an

delivery any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances. In the absence of such determination, such contracts or instruments shall require the signature of the President, and a Vice President.

Section Two - Deposits. All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section Three - Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Office or Officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time-to-time by resolution determine. In the absence of such determination, such instruments shall be signed by the President, and countersigned by a Vice President, or Treasurer of the corporation.

ARTICLE IX MISCELLANEOUS

Section One - Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any Director, or member, or the agent of attorney of either, or any proper person during regular business hours and upon at least twenty-four (24) hours written notice..

Section Two - Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three - Corporate Seal. The Board of Directors shall provide a corporate seal described as follows:

It shall bear the name of the corporation FLAMINGO GARDEN ESTATES HOMEOWNERS ASSOCIATION, INC." the year of incorporation and the words "Florida" and "Corporation Not for Profit".

Section Four - Waiver of Notice. Whenever any notice is required to be given under the provisions of the Corporation's Not for Profit Law of Florida or under the provisions of the Articles of Incorporation or by the By-Laws of this corporation, a waiver thereof of writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the signing of such notice.

**ARTICLE X
AMENDMENTS**

Power of Directors to Amend By-Laws. Subject to the limitations of the Articles of Incorporation, these By-Laws, and the Corporation's Not for Profit Law of Florida, concerning corporate action that must be authorized may be amended, repealed, or added to, or new By-Laws may be adopted, by a resolution of the Board of Directors.

Dated this 8 day of September, 1993.

FLAMINGO GARDENS ESTATES
HOMEOWNERS ASSOCIATION

By:  _____

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