

BY-LAWS
OF
THE ARBORS HOMEOWNERS ASSOCIATION OF BREVARD COUNTY, INC.

DATED 28 APRIL 2006

ARE
AMENDED, REVISED, AND RESTATED

Article I
Name, Principal Office, and Definitions

1.1. Name. The name of the Association shall be THE ARBORS HOMEOWNERS ASSOCIATION OF BREVARD COUNTY, INC. ("Association").

1.2. Principal Office. The principal office of the Association shall be located at the main office address of the contracted Management Company or in the event of Self Governing being elected by the Board the Principle Office address may be a Post Office Box Number. Current principal address: 1221 Admiralty Blvd., Rockledge, FL 32955.

1.3. Definitions. The words used in these By-Laws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for The Arbors to be filed in the Public Records of Brevard County, Florida, as the same may be amended from time to time ("Declaration"), unless the context indicates otherwise.

Article II
Association: Membership, Meetings, Quorum, Voting, Proxies

2.1. Membership. Every person, group of persons or entities that is an Owner of a Lot shall be a member of the Association. However, any such person, group of persons, or entities, who holds such interest solely as security for the performance of an obligation shall not be a Member.

2.2. Membership Appurtenant to Ownership. Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot, and such membership shall be terminated without the necessity of any formal action upon the recording of a valid instrument terminating or transferring the vested, present interest of the Owner.

2.3. Place of Meeting. Meetings of the Association shall be held within THE ARBORS subdivision or at such other suitable place within the State of Florida as may be designated by the Board.

2.4. Annual Members' Meetings. Annual meetings shall be held on a date to be determined by the Board which date shall be within thirteen (13) months of the preceding annual meeting. In the event that a quorum, as defined in Section 2.12 of these By-Laws, is not present at an annual meeting, the Association may hold the meeting for informational purposes; provided, however, except as provided for in Section 2.12, the Association may not take any action at such meeting unless a quorum is present.

2.5. Special Members' Meetings. The President of the Association ("President") may call special meetings. In addition, it shall be the duty of the President to call a special meeting, if so directed by resolution of a majority of the Board or upon a petition signed by Members holding at least ten percent (10%) of the total voting interests of the Association.

2.6. Notice of Members' Meetings. The Secretary of the Association ("Secretary") shall cause written notice stating the place, day, and hour of any meeting of the Members to be delivered by hand delivery or United States mail, postage prepaid, to each Member, or, if permitted by Florida law, by facsimile, computer, fiber optics, cable, or other similar communication devices or such other manner which is reasonably calculated, as determined in the discretion of the Board, to provide personal notice to the Members entitled to notice. Such notice shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of such meeting.

Notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called. In the case of a special meeting or when otherwise required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. No other business shall be transacted at a special meeting except as stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Association, with postage prepaid. If sent by facsimile, computer, fiber optics, cable, or such other similar communication device, notice shall be deemed to be delivered when transmitted to the Member at his or her address or number as it appears on record with the Association. The failure of any Member to receive actual notice of the meeting of the Members shall not affect the validity of any action taken at such meeting.

2.7. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, in person or by proxy, waive notice of any meeting of the Association, either before or after such meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the written waiver. Attendance at a meeting by a Member, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

2.8. Adjournment of Meetings. A majority of the Members who are present at any annual or special members' meeting may adjourn the same to a different date, time, or place, even if a

quorum does not exist. However, any such adjournment to a different date, time, or place must be announced at that meeting before the adjournment is taken or notice must be given of the new date, time, or place pursuant to Section 2.6 above. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given to persons who are entitled to vote and are Members as of the new record date but were not Members as of the previous record date.

2.9. Voting. All Members may vote at a meeting by voice vote, written ballot, general or limited proxy. All votes of the Members at meetings shall be subject to the quorum requirements of Section 2.12 of these By-Laws.

Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. In the event that more than one (1) person, group of persons or entities is a record owner of a fee interest in any Lot, then the vote for membership appurtenant to such shall be exercised as such persons among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event owners of a Lot cannot agree as to which owner shall be entitled to vote or cannot agree as to a unified vote on the issue being voted upon, then in that event said vote shall not be a valid vote and shall not be counted in a tabulation of the votes but may be counted for quorum.

2.10. Proxies. Members may vote by person or by proxy. Each proxy shall be in writing, dated and duly signed, shall state the date, time, and place of the meeting for which it was given, and shall be filed with the Secretary prior to the vote at the meeting for which the proxy states it is to be effective. Proxies shall be deemed filed with the Secretary, upon receipt if delivered by personal delivery, U.S. mail or facsimile addressed to the Secretary at the address or facsimile number for the Association. Unless otherwise provided in the proxy, one proxy shall cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the latter dated proxy shall prevail. If dated the same date, both proxies shall be deemed invalid. A proxy is effective only for the specific meeting for which it was given, as the meeting may lawfully be adjourned and reconvened from time to time, and each proxy automatically expires ninety (90) days after the date of the meeting for which it was originally given. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place. The proxy of any Member shall be revocable and shall automatically cease upon conveyance of such Member's Lot. Both general and limited proxies may be used.

2.11. Majority. As used in these By-Laws, the term "majority" shall mean those votes, Members, or other group, as the context may indicate, totaling more than fifty percent (50%) of the total eligible number.

2.12. Quorum. Except as otherwise provided in these By-Laws, the Articles or in the Declaration, the presence, in person or by proxy, of Members holding twenty percent (20%) of the total voting interests of the Association shall constitute a quorum at all meetings of the Members. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum; provided, unless otherwise specifically set forth in these By-Laws,

the Articles or the Declaration, any action for which a vote of the Members at a meeting is required must be approved by at least a majority of the votes required to constitute a quorum.

2.13. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall ensure that minutes of the meeting are kept and that all resolutions adopted at the meeting, as well as all transactions occurring at the meeting, are recorded in a minute book.

2.14. Action Without a Meeting. Any action required or permitted by law or by these By-Laws, the Articles and/or the Declaration to be taken at a special or annual meeting of the Members may be taken without a meeting, without prior notice, and without a vote, so long as such action complies with Section 617.0701, Florida Statutes, or its successor law, as from time to time amended.

Article III **Board of Directors**

3.1. Governing Body Composition. The affairs of the Association shall be governed by a Board of Directors.

3.2. Number of Directors and Voting Power. The Board shall consist of five (5) Directors who must be Members of the Association. Each director shall have one (1) equal vote.

3.3. Director Applications and Nominations. Candidates shall apply for or be nominated for election to the Board in accordance with policies and procedures established from time to time by the Board, which policies and procedures must be established no later than ninety (90) days prior to the election to which they apply.

Notwithstanding the above, all Members of the Association shall be eligible to serve on the Board and all Members may nominate themselves as a candidate for the Board at the meeting where the election is to be held.

3.4. Election. Directors shall be elected by the Members at annual elections held at each Annual Meeting.

Votes for the election of directors shall be cast by written ballot at the Annual Meeting, in person or by general proxy.

Directors must be elected by a plurality of the votes cast. Cumulative voting shall not be permitted.

If an equal number or fewer qualified candidates than board seats exist after floor nomination are taken during the annual meeting, an election is not required, and all such qualified candidates shall commence service on the board of directors.

3.5. Term of Office. Unless otherwise removed as provided below, all of the Directors on the Board shall hold office for one (1) year terms and until their respective successors have been elected and take office.

3.6. Removal of Directors. Directors may be removed and vacancies filled as follows:

- (a) By the Members: Any member of the Board may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership, so long as such removal is in compliance with Section 720.303(10), Florida Statutes, or its successor law, as the same may be amended from time to time.
- (b) By the Board: Any director who has two (2) or more consecutive unexcused absences from Board meetings may be removed by a vote of a majority of the other directors at a regular or special meeting of the Board. No such action may be taken without reasonable notice to the subject Board member and an opportunity to defend against any such charges.

3.7. Filling Board Vacancies. Except for removal by the membership as provided for in Section 720.303(10), Florida Statutes, any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors, even though remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the Members or, on the application of any person, by the circuit court having jurisdiction over Brevard County, Florida. A Director so elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

3.8. Organizational Meetings. The Board shall hold an organizational meeting within thirty (30) days after newly-elected directors take office. The purpose of this meeting is to elect officers of the corporation and to make other assignments and decisions as necessary in forming the board.

3.9. Board Meetings.

- (a) Regular Meetings. Regular meetings of the Board shall be held bi-monthly at such time and place as the Board shall determine.
- (b) Special Meetings. Special meetings of the Board shall be held when called by the President or by a majority of Directors, or within ten (10) days after presentation to the President of a petition requesting the Board to address an item of business signed by Members holding at least twenty percent (20%) of the total voting interests of the Association.

3.10. Notice of Board Meetings. Notice for regular and special board meetings shall be given to the Directors and Members as follows:

- (a) Director Notice. No notice need be given to the directors prior to regular board meetings. Director notice of special meetings shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by either: (a) personal delivery; (b) first-class mail, postage prepaid; (c) telephone communications, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate such notice promptly to the director; or (d) facsimile, computer, fiber optics, or any such other communication device as permitted by Florida law. All such notices shall be given at the Director's telephone, facsimile, e-mail address, or sent to the Director's address as shown on the records of the Association. Notices sent to Directors by first class mail shall be deposited into a United States mailbox at least seven (7) business days before the time set for the meeting. Except in the case of emergencies, notices given to Directors by personal delivery, telephone, facsimile, or other device shall be delivered, telephoned, or transmitted at least forty-eight (48) hours before the time set for the meeting.
- (b) Member Notice. Except in the case of emergencies, notices to Members of the time and place of a Board meetings shall be given to Members by posting a notice of the meeting in a conspicuous place within the community at least forty-eight (48) hours in advance of the time set for the meeting. Additional notice may also be sent using other reasonable communication alternatives chosen by the Board and permitted under Florida law. Notwithstanding the above, no special assessment may be levied at a Board meeting unless the notice of the meeting includes a statement that special assessments will be considered and the nature of the assessment. Further, except in the case of emergencies, written notice of any meeting at which special assessments will be considered or at which rules regarding Townhouse use will be adopted, amended or revoked must be mailed or hand-delivered to the Members and posted conspicuously on the property not less than fourteen (14) days before the meeting. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of the any action taken at that meeting.

3.11. Waiver of Notice. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held and noticed if (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Attendance of a Director at a meeting shall also constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

3.12. Quorum of Board of Directors. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of

the Board, unless otherwise specifically provided in these By-Laws, the Articles or the Declaration. If any meeting of the Board cannot be held because a quorum is not present, a majority of the Directors present at such meeting may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment, and unless, the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

3.13. Compensation. No Director shall receive any compensation from the Association for acting as such; provided however, any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors. Nothing herein shall prohibit the Association from compensating a Director, or any entity with which a Director is affiliated, for services or supplies furnished to the Association in a capacity other than as a Director pursuant to a contract or agreement with the Association, provided that such Director's interest was made known to the Board prior to entering into such contract and such contract was approved by a majority of the Board, excluding the interested Director.

3.14. Conduct of Meetings. The President shall preside over all meetings of the Board. The Secretary shall ensure that a minute book is kept of all meetings of the Board, and record all resolutions adopted by the Board and all transactions and proceedings occurring at such meetings.

3.15. Open Meetings. All meetings of the Board shall be open to all Members, but a Member other than a Director may not participate in any discussion or deliberation unless the Member complies with the requirements and time limits established pursuant to Section 720.303(2)(b), Florida Statutes, and the Board adopted rules, or permission to speak is authorized by a vote of the majority of a quorum of the Board. If permission to speak is authorized by a majority of a quorum of the Board, the Board may limit the time any Member may speak. Notwithstanding the above, the Board may exclude Members, to hold discussions between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.

3.16. Video and Telephonic Participation. One or more Directors may participate in and vote during any regular or special meeting of the Board by telephone conference call, video conference, fiber optics, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those Directors so participating shall be deemed present at such meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

3.17. Powers. The Board shall have all of the powers and duties necessary and appropriate for the governance of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Declaration, these By-Laws, the Articles, and as provided by Florida law. The Board may do or cause to be done all acts and things not required by the Declaration, the Articles, these By-Laws, or Florida law to be done and exercised exclusively by the members. The Board may delegate powers to committees, officers, a management agent or agents, or employees of the Association.

3.18. Duties. The duties of the Board shall include, without limitation:

- (a) preparing and adopting annual budgets;
- (b) levying and collecting assessments against the Members;
- (c) providing for the operation, care, upkeep, and maintenance of the Common Property and Common Improvements;
- (d) retaining the services of a managing agent or agents and/or designating, hiring, and dismissing such other personnel as are necessary to perform the powers and responsibilities of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of the equipment, supplies, and material to be used by such personnel in the performance of their duties;
- (e) approving a bank depository to receive funds on behalf of the Association and depositing all such funds therein and using such funds to operate the Association; provided, any reserve fund may be deposited, in the Directors' best business judgment, in depositories other than banks;
- (f) adopting Rules and Regulations governing the use of the Common Property and the facilities thereon and for use of the Lots and establishing sanctions for infractions thereof;
- (g) opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Property and Common Improvements in accordance with the Declaration, the Articles and these By-Laws;
- (i) enforcing by legal means the provisions of the Declaration, the Articles, these By-Laws, and the Rules and Regulations and Design Guidelines adopted by the Board; provided, the Board shall not be obligated to take any action to investigate any alleged violation of or to enforce any covenant, restriction, or Rule and Regulation which the Board reasonably determines is, or is likely to be, inconsistent with applicable law, or if the Board reasonably determines that the Association's position is not strong enough to take such enforcement action, or if the Board otherwise determines, in its business judgment, that such enforcement action would be inappropriate;
- (j) obtaining and carrying insurance, as required in the Declaration, paying the cost thereof, and filing and adjusting claims, as appropriate;
- (k) paying all taxes and/or assessments which are or could become a lien on the Common Property or a portion thereof;

- (l) paying the cost of all services rendered to the Association or Members and not chargeable directly to specific Members;
- (m) keeping books with detailed accounts of the receipts and expenditures of the Association;
- (n) making available and providing copies, for a fee, to any Owner, and the holders, insurers, and guarantors of any mortgage on any Lot current copies of the Declaration, the Articles, these By-Laws, Rules and Regulations, Design Guidelines, and such other books, records, and financial statements of the Association as are identified as official records of the Association by Chapter 720, Florida Statutes, or its successor law, as from time to time amended;
- (o) indemnifying a Director, officer or committee member, or former Director, officer or committee member of the Association to the extent such indemnity is permitted or required by Florida law and the Articles, and purchasing insurance providing such indemnification; and
- (p) supervising all officers, agents and employees of the Association to ensure that their duties are properly performed.

3.19. Management. The Association may, but shall not be required to, employ a professional management agent or agents at compensation established by the Board to perform such duties and services as the Board shall authorize. The Board may delegate to the management agent such powers as are necessary to perform its assigned duties; provided, the Board may not delegate policy-making authority. Any agreement for the services of any management agent shall provide for termination by the Association with or without cause, and without payment of a termination fee, upon thirty (30) days written notice, and no such agreement shall be for a duration in excess of one (1) year, renewable by agreement of the parties for successive one (1) year periods.

No remuneration shall be accepted by the management agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; anything of value shall benefit the Association. In addition, any financial or other interest which the management agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board.

3.20. Accounts and Reports. Accounting and controls should conform to generally accepted accounting principles. Financial Reports shall be prepared and distributed in conformance with Chapter 720, Florida Statutes, or its successor law, as from time to time amended;

3.21. Borrowing and Security for Debt. The Association, acting through its Board, shall have the power to borrow money for any legal purpose and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, all without membership approval.

3.22. Rights of the Association. Subject to applicable law relating to Member, officer, and Director conflicts of interest, the Association shall have the right to contract with any person for the performance of various duties and functions.

Article IV **Officers**

4.1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, who must all be members of the Board. An officer may hold more than one (1) office at a time.

4.2. Election and Term of Office. The officers of the Association shall be elected annually by the Board at the first meeting of the Board of Directors following each annual meeting of the Members. Each officer shall serve a one (1) year term; provided, each officer's term shall automatically renew until their replacement has been elected.

4.3. Removal and Vacancies. Any officer may be removed from office with or without cause by a vote of a majority of the Directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by appointment by a majority of the Directors.

4.4. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board; provided, the Board may not confer or impose powers or duties which may not otherwise be exercised by the Board. By way of example, and not limitation, the officers shall have the following powers and duties:

- (a) President. The President shall be the chief executive officer of the Association and shall exercise general supervision and direction of the affairs of the Association.
- (b) Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.
- (c) Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the Association and the Board. The Secretary shall attend to the giving of all notices to the members and Directors and other notices required by law. He or she shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed. He or she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the secretary of an association and as may be required by the Directors or the President.
- (d) Treasurer. The Treasurer shall have primary responsibility for the preparation of the budget. The Treasurer shall have custody of all property of the Association,

including funds, securities, and evidences of indebtedness. He or she shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board for examination at reasonable times. He or she shall submit a Treasurer's report to the Board at reasonable intervals and shall perform all other duties incident to the office of Treasurer and as may be required by the Directors or the President. All money and other valuable effects shall be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board.

4.5. Resignation. 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 the 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.

Should any Director resign, vacate, or otherwise be removed from the Board, any officer position they held will be simultaneously vacated.

4.6. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association (other than for the withdrawal of reserve funds) shall be executed by at least two (2) different individuals who are officers of the Association, or by such other person or persons as may be designated by resolution of the Board. The Board shall require signatures for the withdrawal of reserve funds of two (2) members of the Board. For purposes of this Section, "reserve funds" means monies the Board has identified in the capital expenditures budgets for use to defray the future repair or replacement of those replaceable assets which the Association is obligated to maintain and for use in making additional capital improvements and purchasing additional capital assets.

4.7. Compensation. Compensation of officers shall be subject to the same limitations as compensation of Directors as provided above.

Article V **Committees**

5.1. Committees. The Board shall establish such committees as are required under the Declaration or these By-Laws and may establish such other committees as are authorized or that it deems appropriate. Any such committee may perform such tasks and functions as the Board may designate; provided, no committee or committee member may exercise any power or authority which could not otherwise be exercised by the Board. Committee members may be removed and committees may be revoked by vote of a majority of the quorum of the Board of Directors.

Committee members may, but need not, be Directors, officers, employees of the Association or the managing agent, or Members. Committee members serve at the Board's discretion for such periods as the Board may designate. Each committee shall operate in accordance with the terms of the motion or resolution establishing such committee.

5.2. Meeting Requirements. Except as provided below, in conducting its duties and responsibilities, each committee shall abide by the procedures and requirements applicable to the Board of Directors set forth in Sections 3.9, 3.10, 3.11, 3.12, 3.13, 3.15, and 3.16. Notwithstanding the above, the following exceptions apply:

- (a) Regular meetings of committees may be held more or less frequently than monthly at the discretion of each committee;
- (b) The membership notice requirements contained in Sections 3.9 and 3.10 and the open meeting requirements contained in Section 3.15 shall only apply as follows:
 - (i) When committees will make a final decision regarding the expenditure of association funds;
 - (ii) For all committee meetings of any committee vested with the power to approve or disapprove architectural decisions with respect to a Lot; or
 - (iii) For all committee meetings when a quorum of the full board is in attendance at any committee meeting.

Article VI **Miscellaneous**

6.1. Fiscal Year. The fiscal year of the Association shall be each calendar year, January 1 through December 31 unless otherwise established by Board resolution.

6.2. Parliamentary Rules. Except as may be modified by Board resolution, Roberts Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Florida law, the Articles, the Declaration or these Bylaws.

6.3. Conflicts. If there are conflicts between the provisions of Florida law, the Articles, the Declaration, and these By-Laws, the provisions of Florida law, the Declaration, the Articles, and the By-Laws (in that order) shall prevail.

6.4. Books and Records.

- (a) Inspection by Members and Mortgagees. Subject to the exceptions set forth below, the Board shall make available for inspection and copying by any holder, insurer, or guarantor of a first mortgage on a Lot, any Member, or the duly authorized agent of any of the foregoing at any reasonable time, the Official Records of the Association, but only as the same are defined by Chapter 720, Florida Statutes or any successor law, as from time to time amended. The Board shall provide for such inspection to take place at the office of the Association or at such other place within the community as the Board shall designate.
- (b) Rules for Inspection and Copying. The Board shall establish reasonable rules with respect to such inspection and copying, including but not limited to:

- (i) hours and days of the week when such an inspection may be made;
 - (ii) frequency of inspections; and
 - (iii) payment of the cost of reproducing and delivering copies of documents requested.
- (c) Inspection by Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make a copy of relevant documents at the expense of the Association in furtherance of such Director's duties as a Director.
- (d) Exception to Inspection Requirement. Notwithstanding any provision to the contrary, the Board shall not be required to make available for inspection the records set forth in Section 720.303(5)(c)(1-4), Florida Statutes, as amended from time to time.

6.5. Notices. Unless otherwise provided in these By-Laws, all notices, demands, bills, statements, or other communications shall be in writing and shall be sent as follows:

- (a) if to a Member, at the address which the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Lot owned by a Member;
- (b) if to the Association, the Board, any officer of the Association, or the management agent, at the principal office of the Association or the management agent, if any, or at such other address as shall be designated by notice in writing to the Members pursuant to this Section; or

All such notices shall, for all purposes, be deemed delivered and received (a) upon personal delivery to the party or address specified above, or (b) on the third day after being deposited in the United States mail, postage prepaid and properly addressed.

6.6. Indemnification. Subject to any limitations imposed by applicable law, the Association shall indemnify every officer, Director, employee or agent of the Association as provided in the Articles.

6.7. Amendment. These By-Laws may be amended only by the affirmative vote of a majority of the Board at a regular or special meeting of the Board called for that purpose; provided however, that these By-Laws may not be so amended by the Board in any manner which would be inconsistent with the Declaration or the Articles.

Amendments to these By-Laws shall become effective upon the recordation of an amendatory instrument executed by the President and Secretary of the Association and recorded in the Public Records of Brevard County, Florida.

The foregoing was adopted as the By-Laws of THE ARBORS HOMEOWNERS ASSOCIATION OF BREVARD COUNTY, INC., a corporation not for profit under the laws of the State of Florida, on this 18th day of October, 2018.

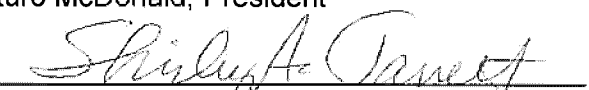
THE ARBORS HOMEOWNERS ACCOCIATION OF
BREVARD COUNTY, INC.

BY:



Arturo McDonald, President

ATTEST:



Shirley Jarrett, Secretary