

**BYLAWS OF
OBSERVATION POINTE HOMEOWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

**ARTICLE I.
NAME AND LOCATION**

The name of the corporation is OBSERVATION POINTE HOMEOWNERS' ASSOCIATION, INC. The principal office shall be located at 3201 Shamrock South, Unit 104, Tallahassee, Fl. 32309, but the location of meetings of members and directors may be designated by the board of directors.

**ARTICLE II.
DEFINITIONS**

Section 1. THE OBSERVATION POINTE SUBDIVISION shall mean Lands described in Exhibit "A" and more fully described on the Plat of THE OBSERVATION POINTE SUBDIVISION in Plat Book __, Pages ___ in the Public Records of Wakulla County, Florida.

Section 2. "Association" shall mean and refer to OBSERVATION POINTE HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 3. "Restrictive Covenants" shall mean and refer to the Declaration of Covenants, Conditions, and Easements Restrictions of OBSERVATION POINTE SUBDIVISION and recorded on January 10, 2007, in the Public Records of Leon County, FL, in Official Records Book 3641, Page 237.

Section 5. "Lot" shall mean any parcel of land contained in OBSERVATION POINTE SUBDIVISION

Section 6. "Unit" is an arbitrary designation for annual and special assessment purposes and to determine voting rights. A unit is one residential lot.

Section 7. "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Restrictive Covenants of OBSERVATION POINTE SUBDIVISION.

Section 8. "Owner" shall mean and refer to the record owner, as provided for in the Restrictive Covenants.

**ARTICLE III.
MEETINGS OF MEMBERS**

Section 1. Annual Meetings. Meetings of members shall be held annually in April each year at a place and time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of members may be called at any time by the the board of directors, or on written request of members who are entitled to vote at least ten percent (10%) of all votes of the Membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting by mailing a copy of such notice, at least thirty fourteen (14) days before such meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the Association, or supplied by the member to the Association for the purpose of receiving notice. The notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast at least thirty percent (30%) of membership votes shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Restrictive Covenants, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

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. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his lot.

**ARTICLE IV.
BOARD OF DIRECTORS-
TERM OF OFFICE; FIRST ELECTION; REMOVAL**

Section 1 Number. The affairs of the Association shall be managed by a board of not less than three (3) directors or more than seven (7) who shall be members of the Association. The board of directors shall be elected from the membership at large.

Section 2. Term of office. The directors shall be elected at each annual meeting.

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 entitled to vote for the election of the director. 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.

ARTICLE V. BOARD OF DIRECTORS - MEETINGS

Section 1. Meetings. Meetings of the board of the directors shall be held from time to time when called by the president or any (2) directors. Regular meetings shall be held, however, at least quarterly with notice of a date, time and place set by the directors. All meetings of the Board of Directors shall be open to Association members, except for meetings between the Board and its attorney with regard to proposed or pending litigation. At Board meetings, Association members shall have the right to address and speak regarding certain agenda items (but may be limited on the length of time allowed to speak). Notice of all Board meetings must be posted in a conspicuous space in the Subdivision at least forty-eight hours in advance of a meeting, except in an emergency. If at least twenty percent (20%) of the total voting membership interest petition the Board of Directors to address an item of business, the Board shall do so at its next board meeting.

Section 2. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

ARTICLE VI. BOARD OF DIRECTORS - POWERS AND DUTIES

Section 1. Powers. The board of directors shall have power to:

- (a) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the Restrictive Covenants, Articles of Incorporation, or by other provisions of these Bylaws;
- (b) Employ independent contractors, and such other employees as they may 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 each annual meeting, or at any special meeting at which such a statement is

- requested in writing by one-fourth (1/4) of the members entitled to vote thereat;
- (b) Supervise all officers and agents of the Association and see to it that their duties are properly performed;
 - (c) As more fully provided in the Restrictive Covenants, to:
 - (1) Fix the amount of the assessment against each lot at least thirty (30) days in advance of each assessment period;
 - (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each assessment period; and
 - (3) Foreclose the lien against any property for which assessments are not paid within sixty (60) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.
 - (d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;
 - (e) Procure and maintain adequate liability and hazard insurance on all 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 Offices. The officers of the Association shall be a president and vice president, who shall at all times be members of the board of directors, and a secretary, 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 members.

Section 3. Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of one (1) 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 in 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 by the board at any time with or without cause. 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 receipt of such notice or at any 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 of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7. Multiple offices. 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, 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:

- (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 contracts, and shall cosign all checks and promissory notes.
- (b) Vice President. The vice president shall act in the place 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 to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the board or by law.
- (d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds 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; shall keep proper books of account; and shall prepare a statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE VIII. COMMITTEES

The board of directors may appoint such committees as it may deem appropriate in the performance of its duties.

**ARTICLE IX.
ASSESSMENTS**

As more fully provided in the Restrictive Covenants, each lot owner is obligated to pay to the Association annual and special assessments as well as any individual assessments, all of which are secured by a continuing lien on the property against which such assessments are made. Any assessments not paid when due are considered delinquent. If any assessment is not paid within sixty (60) days after the due date, the assessment bears interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by abandonment of his lot.

Moneys from annual assessments may be utilized for repair and maintenance of any common area in OBSERVATION POINTE SUBDIVISION. In the event a special assessment is necessary, the owners of property shall bear the full amount of the special assessment as provided for in the Restrictive Covenants.

**ARTICLE X.
BOOKS AND RECORDS; INSPECTION**

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours once per quarter. The Restrictive Covenants, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

**ARTICLE XI.
ANNUAL BUDGET**

The Association shall prepare an Annual Budget and an annual report of cash receipts and expenditures.

**ARTICLE XII.
FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

**ARTICLES XIII.
AMENDMENTS**

These Bylaws may be amended and/or restated, at a regular or special meeting of members, by vote of two-thirds of the lot owners. The Association cannot be voted out of existence for any reason whatsoever.

**ARTICLE XIV.
CONFLICTS**

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Restrictive Covenants and these Bylaws, the Restrictive Covenants shall control.

Approved and accepted by requisite number of members on this 10th day of January, 2007.

**Observation Pointe Homeowners
Association, Inc.**

By: 
Its: President

DONALD WISE