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SEMINOLE CO., FL

EXHIBIT "D"

**By-Laws**

**[See Attached]**

BYLAWS  
OF  
TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.  
A NONPROFIT CORPORATION

1. Definitions. When used in these Bylaws, the terms defined in Article III of the Articles of Incorporation of the Timacuan Community Services Association, Inc. ("the Articles") shall have the same meanings as in the Articles.

2. Identity. These are the Bylaws of TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a corporation not for profit organized pursuant to Chapter 720 (formerly Chapter 617), Florida Statutes (the "Association").

2.1 Office. The office of the Association shall be located at 908 S. Delaney Avenue, Orlando, FL 32806, or at such other places as may be designated from time to time by the Board of Directors.

2.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

2.3 Seal. The seal of the Association shall bear the name of the corporation, the word, "Florida", the words, "Corporation not for profit", and the year of incorporation.

3. Members.

3.1 Qualification. The Members of the Association shall consist of every Owner, including the Declarant, and in the case of multiple Owners, every group of record Owners, of Parcels in the Properties. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Parcel.

3.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing record title to a Parcel under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and the membership of the prior Owner is terminated. The new Owner shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owners's address, and the Owner's local agent, if any, in the event that the Owner is located outside the State of Florida. Any notice requirements set out in these Bylaws and in the Articles shall be deemed to be complied with if notice to an Owner is directed to the address of said Owner as then reflected in the Association's records.

3.3 Voting Rights. Voting rights of each Member of the Association shall be as set forth in the Master Declaration and the Articles, and the manner of exercising such voting rights shall be as set forth in these Bylaws.

3.4 Designation of Voting Representative. If a Parcel is owned by one person or entity, its rights to vote shall be established by the record title to the Parcel. If a Parcel is owned by more than one person or entity, the person entitled to cast the votes for the Parcel shall be designated by a certificate signed by all of the record Owners of the Parcel and filed with the Secretary of the Association. If a Parcel is owned

by a general or limited partnership, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If a Parcel is owned by a corporation, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Parcel is owned in trust, the person entitled to vote for the Parcel shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superceded by a subsequent certificate or until a change in the ownership of the Parcel concerned. A certificate designating the person entitled to cast the votes of a Parcel may be revoked in writing by any Owner thereof. Provided, however, that no Parcel shall vote in excess of the voting rights allocated to that Parcel pursuant to the Master Declaration.

3.5 Approval or Disapproval of Matters. Whenever the decision of an Owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the votes of such Owner if at an Association meeting, unless the joinder of record Owners is specifically required by the Master Declaration, the Articles, or by these Bylaws.

3.6 Restraint Upon Assignment of Shares in Assets. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to that Owner's Parcel.

4. Members Meetings.

4.1 Annual Member's Meetings. The annual Members meeting shall be held at the office of the Association at 5:00 P.M., on the fifteenth of March of each year for the purpose of appointing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal or religious holiday, the meeting shall be held at the same hour on the next day which is not a legal or religious holiday. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time during the month of March which they may deem to be more convenient to the Members of the Association.

4.2 Special Members Meetings. Special meetings of the Members may be called by any one of the following persons or groups:

- (a) The Board of Directors, or
- (b) The holders of not less than one-fourth (1/4) of all of the votes entitles to be voted at the meeting.

4.3 Notice of All Meetings of Members. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered to each Member entitled to vote at such meeting not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail by or at the direction id the President, the Secretary, or the officer, or persons calling the meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States

mail addressed to the Member at its address as it appears on the books of the Association, with postage thereon prepaid.

4.4 Quorum. A Quorum at the Members meetings shall consist of a majority of all votes in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting and entitled to vote on the subject matter shall constitute the acts if the Members, except when approval by a greater number of Members is required by the Master Declaration, a Supplemental Declaration, these Bylaws or the Articles. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the votes of such class of Members shall constitute a quorum for the transaction of such item of business by that class. After a quorum has been established at a Members meeting, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

4.5 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it and shall expire upon the transfer of title to the Parcel giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members.

4.6 Adjourned Meetings. When a meeting is adjourned to another time or place it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with these Bylaws to each Member on the new record date entitled to vote at such meeting.

4.7 Order of Business. The order of business at annual Members meetings, and as far as practical at all other Members meetings, shall be:

- (a) Calling if the roll and certifying of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Report of officers.
- (e) Reports of Committees.
- (f) Appointment of directors.

- (g) Appointment of Nominating Committee.
- (h) Unfinished business.
- (i) New business.
- (j) Adjournment.

4.8 Minutes of Meetings. The Association shall maintain minutes of each meeting of the membership and of the Board of Directors in a businesslike manner. The minutes shall be kept in a book available for inspection by Members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

## 5. Board of Directors.

5.1 Number. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors. The initial Board shall be comprised of three (3) directors. The number of Directors may be increased from time to time by amendment to the Articles to maximum of nine (9) directors; provided, however, the established number of directors shall always be an odd number. In the event that the number of directors is changed, such change in number shall be implemented in such a manner as to have nearly equal in number as possible the number of directors whose term expire in any given year. Anything in these Bylaws to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers not affiliated with the Declarant all lands which are subject to potential annexation pursuant to Article II, Section 2, of the Master Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association.

5.2 Term of Office. Once the Declarant has relinquished the power to designate the Board of Directors, the Members shall elect the directors for staggered terms of three (3) years each, as provided in the Articles. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

5.3 Removal. Except for the Declarant-appointed directors who may only be removed by the Declarant, any director may be removed from the Board, with or without cause, by a majority vote of the Member of each class. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining directors and shall serve for the unexpired term of his predecessor.

5.4 Directors Fees. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

5.5 Election. Except for Declarant-appointed directors, election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of Votes (without regard to class) for each vacancy shall be elected.

5.6 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.

5.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, 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 such annual meeting.

5.8 Duties of Nominating Committee. 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 officers, directors or agents of the Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5.9 and shall be made in advance of the time fixed in Section 5.9 for the mailing of such ballots to Members.

5.9 Ballots. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for each such vacancy; and (c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary of the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the meeting at which the vote is to be taken).

5.10 Number of Ballots. Each Member shall receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such ballot envelope shall contain only one ballot, and the Member shall be advised that, because of the verification procedures of Section 5.11, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the Member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be returned to the Secretary at the address of the Association.

5.11 Election Committee; Counting of Ballots. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set forth for the meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) Members appointed by the Board of Directors. The Election Committee shall then:

(a) establish that external envelopes were not previously opened or tampered with in any way; and

(b) open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and

(c) confirm that the signature of the Member or his proxy on the outside envelope appears genuine; and

(d) if, the vote is by proxy, determine that a proxy has been filled with the Secretary.

Such procedure shall be taken in such a manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee.

The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

6. Meetings of Directors.

6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice at such place and hour as may be fixed from time to time by resolution of the Board. If the day for such regular meeting is a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. Notice of such regular meeting is hereby dispensed with. Regular meetings of the Board of Directors shall be open to the Members.

6.2 Special Meetings. Special meetings of the Directors may be called by the Chairman of the Board, by the President of the Association, or by any two (2) directors. No less than (2) days notice of the special meeting shall be given to each director personally or by first-class mail telegram, or cablegram, which notice shall state the time, place and purpose of the meeting. Except in the case of any emergency, notice of such meetings shall be posted conspicuously on the Properties forty-eight (48) hours in advance for the attention of the Members. All special meetings of the Board of Directors shall be open to the Members.

6.3 Action Taken Without a Meeting. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holdings of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Associations' records and made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

6.4 Defects in Notice, etc. Waived by Attendance. Attendance of a director at a meeting shall 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, any objection to the transaction of business because the meeting is not lawfully called or convened. Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in persons at a meeting.

6.5 Quorum. A quorum at directors meetings shall consist of a majority of all votes of the entire Board of Directors. The acts approved by a majority of those votes represented at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number if directors is required by the Master Declaration, a Supplemental Declaration, the Articles, or these Bylaws.

6.6 Adjourned Meetings. A majority if the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors 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.

6.7 Action By Directors Without a Meeting. Any action required to be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

6.8 Presiding Officer. The presiding officer of directors meetings shall be the President. In the absence of the President, the Vice President shall preside, and in the absence of both, the directors present shall designate one of their numbers to preside.

6.9 Powers and Duties of Board of Directors. All of the powers and duties of the Association existing under Chapter 720, Florida Statutes, the Master Declaration, a Supplemental Declaration, the Articles, and these Bylaws, shall be exercised by the Board of Directors, subject only to approval by Members when such is specifically required.

## 7. Officers.

7.1 Officers and Election. The executive officers of the Association shall be a President, who shall be selected from the Board of Directors, a Vice President, who also shall be selected from the Board of Directors, a Treasurer, and a Secretary, all of who shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to manage properly the affairs of the Association.

7.2 President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an association, including but not limited to the power to appoint committee from among the Members from time to time as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and Members meetings.

7.3 Vice President. The Vice President shall, in all the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

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7.4 Secretary. The Secretary shall keep the minutes of all proceedings of the directors and the Members. He shall attend to the giving and serving of all notices to the Members and directors and other notice required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an association and as may be required by the directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.

7.5 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments; and he shall perform all other duties incident to the office of Treasurer. The duties of the Treasurer may be fulfilled by a manager employed by the Association.

7.6 Compensation. The compensation, if any, of the officers shall be fixed by the Board of Directors.

8. Books and Records. The books, records and papers of the Association shall at all time during reasonable business hours, be subject to inspection by any Member. The Master Declaration, any Supplemental Declaration, the Articles and the Bylaws 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.

9. Fiscal Management. The provisions for fiscal management of the Association set forth in the Master Declaration shall be supplemented by the following provisions.

9.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications and any other classifications as shall be appropriate, when authorized and approved by the Board of Directors. The receipts shall be entered by their amounts and by accounts and receipt classifications. Expenses shall be entered by their amounts and by accounts and expense classification.

(a) Current Expense. The Current expense account shall include all receipts and expenditures to be made within the year for which the expenses are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to fund reserves. This may include but not be limited to:

- (1) Professional, administration and management fees and expenses;
- (2) Taxes on Common Property or Village Common Property;
- (3) Expense for utility services and maintenance expense relating to the Areas of Common Responsibility, Common Property and Village Common Property;
- (4) Insurance Costs;
- (5) Administrative and Salary expenses;
- (6) Operating Capital; and

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(7) Other Expenses.

(b) Reserve for the Deferred Maintenance. If required by the Board if Directors, there shall be established a reserve account for deferred maintenance which shall include funds for major maintenance items which are the obligation of the Association and which occur less frequently than annually.

(c) Reserve for Replacement. If required by the Board of Directors, there shall be established a reserve account for replacement which shall include funds for repairs or replacements which the Association is obligated to make resulting from damage, depreciation or obsolescence.

9.2 Budget. The Board of Directors shall adopt an operating budget for the Properties in advance for each calendar year which shall include the estimated funds required to defray the current expenses and shall provide funds for the foregoing reserves. The operating budget shall provide separate expense and reserve figures for (1) Village Common Properties, if any, so as to permit appropriate allocation of assessments therefor among all benefitted Parcels, and (2) the Common Properties and the Areas of Common Responsibility so as to permit appropriate allocation of assessments therefor among all Parcels.

9.3 Depository. The depository of the Association will be such banks in Seminole County, Florida, as shall be designated from time to time by the directors. The withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the directors; provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supercede the provisions hereof.

10. Parliamentary Rules. Robert's Rules of Order (late edition) shall govern the conduct of Association meetings, when not in conflict with these Bylaws.

11. Amendment. Amendments to these Bylaws shall be proposed and adopted in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in these Bylaws for the giving of notice of meeting of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the both the affirmative vote of majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of majority of the votes of all Members entitled to vote thereon.

So long as the Declarant shall own any lands within the Development Plan which are subject to potential annexation, no Declarant related amendment shall be made to the Master Declaration, any

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Supplemental Declaration, or to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be the Declarant related if it does any of the following:

(i) directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to the other owners.

(ii) modifies the definitions provided for by Article I of the Master Declaration in a manner which alters the Declarant's rights or status.

(iii) modifies or repeals any provision of Article II of the Master Declaration.

(iv) alters the character and rights of membership as provided for by Article III of the Master Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association.

(v) alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities.

(vi) denies the right of the Declarant to convey to the Association Common Property or Village Common Property.

(vii) modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant.

(viii) alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights as provided for by any provision of this Master Declaration or any Supplemental Declaration.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Bylaws be adopted, then the amendment shall thereby be adopted as though Subsections 11.1 through 11.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Bylaws, without an act of the directors, at a meeting for which notice of changes to be made is given.

11.7 Recording. A copy of each amendment shall be recorded in the Public Records of Seminole County, Florida, as soon as possible after adoption.

11.8 Proviso. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Master Declaration or Articles of Incorporation.

12. Pronouns. ~~SEMIPOLE CO., FL~~ Whenever the context permits, the singular shall include the plural and one gender shall include all.

The foregoing were adopted as the Bylaws of TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a nonprofit corporation established under the laws of the State of Florida.

Prepared by  
Return to:  
Keith R. Waters  
GRAHAM, BUILDER, JONES, PRATT & MARKS, LLP  
Post Office Drawer 1690  
Winter Park, Florida 32790-1690

MARYANNE MORSE, CLERK OF CIRCUIT COURT  
SEMINOLE COUNTY  
BK 04416 PG 1750  
CLERK'S # 2002883906  
RECORDED 05/24/2002 11:39:41 AM  
RECORDING FEES 15.00  
RECORDED BY L McKinley

SPACE ABOVE LINE RESERVED FOR RECORDING

**AMENDMENT TO BYLAWS OF  
TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.,  
A NOT-FOR-PROFIT CORPORATION**

This Amendment to Bylaws ("Amendment") is made as of the 21<sup>st</sup> day of May, 2002, by Timacuan Community Services Association, Inc., a Florida not-for-profit corporation ("Association"), whose address is 1350 Orange Avenue, Suite 100, Winter Park, Florida 32789.

**RECITALS:**

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A. The Association is a corporation not-for-profit organized under the laws of the State of Florida in accordance with its Articles of Incorporation filed with the Secretary of State of the State of Florida on March 3, 1988.

B. Pursuant to Section 11 of the Bylaws of Timacuan Community Services Association, Inc., recorded in Official Records Book 4037, at page 1675, of the Public Records of Seminole County, Florida (the "Bylaws"), the Association, authorized by resolution duly adopted by the Members, desires to amend the Bylaws as set forth herein.

Now, therefore, the Association hereby amends the Bylaws as follows:

1. **Subsection 4.1.** Subsection 4.1 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.1 Annual Member's Meetings. The Members shall meet annually at the office of the Association or such other place in Florida, as determined by the Board and as designated in the Notice of such meetings, at the time determined by the Board, within ninety (90) days before each year-end (calendar or fiscal as determined by the Board) commencing with the year that follows the year in which the Declaration is recorded. Such meetings shall be known as the "Annual Members Meeting." The purpose of the Annual Members Meeting shall be to elect Directors, to hear

reports of the officers, and to transact any other business authorized to be transacted by the Directors or the Members.

2. **Subsections 5.6, 5.7 and 5.10.** Subsections 5.6, 5.7 and 5.10 are hereby deleted and replaced in their entirety with the following:

5.6 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee.

5.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Members Meeting, and shall serve until the close of the Annual Members Meeting.

5.10 Number of Ballots. Each Member shall receive at the Annual Members Meeting, and at any other meeting where a written ballot is required, as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be turned into the election committee to be counted at the appropriate time, as specified in the meeting agenda. If a Member shall opt not to attend the meeting and has assigned, by default or otherwise, the secretary of the Association as its proxy designee, then a limited proxy distributed in advance of the meeting shall be returned to the secretary at the designated address of the Association, so as to be received no later than the day of the scheduled meeting. For Members who assign a proxy designee other than the secretary, the proxy may be delivered by the designee to the meeting and shall be turned over to the secretary prior to the beginning of the meeting.

3. **Subsection 9.3.** Subsection 9.3 is hereby deleted and replaced in its entirety with the following:

9.3 Depository. The depository of the Association will be such banks in the State of Florida as shall be designated from time to time by the Directors. The withdrawal of monies from such accounts shall be only by such persons as authorized by the

Directors; provided, however, that the provisions of a management agreement between the Association and a manager relevant to the subject matter of this subsection shall supercede the provisions hereof.

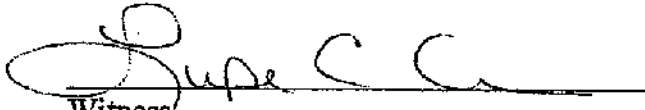
IN WITNESS WHEREOF, the Association has caused this instrument to be executed as of the day and year first above written.



Witness

Printed Name: Angela M. Stase

Timacuan Community Services Association,  
Inc., a Florida not-for-profit corporation



Witness

Printed Name: Lupe C. Grum

By: 

Jack Canal  
President

0540 479.36-202-0  
oHP 6-2-04

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2002, by Jack Canal, as president of Timacuan Community Services Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He:

       is personally known to me; or

✓ has produced Fl. Driver License as identification.



Lupe C. Grum  
My Commission CG975823  
Expires October 17 2004



Notary Public

Printed Name: \_\_\_\_\_

Commission Expiration: \_\_\_\_\_



Lupe C. Grum  
My Commission CG975823  
Expires October 17 2004

Prepared by  
Return to:  
Keith R. Waters  
GRAHAM, BUILDER, JONES, PRATT & MARKS, LLP  
Post Office Drawer 1690  
Winter Park, Florida 32790-1690

MARYANNE MORSE, CLERK OF CIRCUIT COURT  
SEMINOLE COUNTY  
BK 04416 PG 1750  
CLERK'S # 2002883906  
RECORDED 05/24/2002 11:39:41 AM  
RECORDING FEES 15.00  
RECORDED BY L McKinley

SPACE ABOVE LINE RESERVED FOR RECORDING

**AMENDMENT TO BYLAWS OF  
TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.,  
A NOT-FOR-PROFIT CORPORATION**

This Amendment to Bylaws ("Amendment") is made as of the 21<sup>st</sup> day of May, 2002, by Timacuan Community Services Association, Inc., a Florida not-for-profit corporation ("Association"), whose address is 1350 Orange Avenue, Suite 100, Winter Park, Florida 32789.

**RECITALS:**

A. The Association is a corporation not-for-profit organized under the laws of the State of Florida in accordance with its Articles of Incorporation filed with the Secretary of State of the State of Florida on March 3, 1988.

B. Pursuant to Section 11 of the Bylaws of Timacuan Community Services Association, Inc., recorded in Official Records Book 4037, at page 1675, of the Public Records of Seminole County, Florida (the "Bylaws"), the Association, authorized by resolution duly adopted by the Members, desires to amend the Bylaws as set forth herein.

Now, therefore, the Association hereby amends the Bylaws as follows:

1. **Subsection 4.1.** Subsection 4.1 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.1 Annual Member's Meetings. The Members shall meet annually at the office of the Association or such other place in Florida, as determined by the Board and as designated in the Notice of such meetings, at the time determined by the Board, within ninety (90) days before each year-end (calendar or fiscal as determined by the Board) commencing with the year that follows the year in which the Declaration is recorded. Such meetings shall be known as the "Annual Members Meeting." The purpose of the Annual Members Meeting shall be to elect Directors, to hear

reports of the officers, and to transact any other business authorized to be transacted by the Directors or the Members.

2. **Subsections 5.6, 5.7 and 5.10.** Subsections 5.6, 5.7 and 5.10 are hereby deleted and replaced in their entirety with the following:

5.6 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee.

5.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Members Meeting, and shall serve until the close of the Annual Members Meeting.

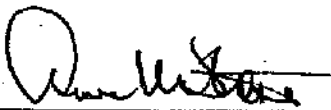
5.10 Number of Ballots. Each Member shall receive at the Annual Members Meeting, and at any other meeting where a written ballot is required, as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be turned into the election committee to be counted at the appropriate time, as specified in the meeting agenda. If a Member shall opt not to attend the meeting and has assigned, by default or otherwise, the secretary of the Association as its proxy designee, then a limited proxy distributed in advance of the meeting shall be returned to the secretary at the designated address of the Association, so as to be received no later than the day of the scheduled meeting. For Members who assign a proxy designee other than the secretary, the proxy may be delivered by the designee to the meeting and shall be turned over to the secretary prior to the beginning of the meeting.

3. **Subsection 9.3.** Subsection 9.3 is hereby deleted and replaced in its entirety with the following:

9.3 Depository. The depository of the Association will be such banks in the State of Florida as shall be designated from time to time by the Directors. The withdrawal of monies from such accounts shall be only by such persons as authorized by the

Directors; provided, however, that the provisions of a management agreement between the Association and a manager relevant to the subject matter of this subsection shall supercede the provisions hereof.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed as of the day and year first above written.



Witness

Printed Name: Angela Stase

Timacuan Community Services Association,  
Inc., a Florida not-for-profit corporation

By: 

Jack Canal  
President

0540 479.36-202-0  
040 6-2-04



Witness

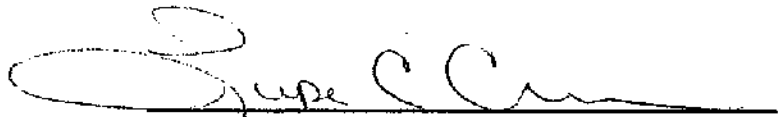
Printed Name: Lupe C Crum

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2002, by Jack Canal, as president of Timacuan Community Services Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He:

       is personally known to me; or  
✓ has produced Fl. Driver License as identification.



Lupe C Crum  
My Commission CC975823  
Expires October 17 2004



Notary Public

Printed Name: \_\_\_\_\_

Commission Expiration: \_\_\_\_\_



Lupe C Crum  
My Commission CC975823  
Expires October 17 2004

This instrument prepared by and  
should be returned to:

Elizabeth A. Lanham-Patrie, Esquire  
TAYLOR & CARLS, P.A.  
850 Concourse Parkway South  
Suite 105  
Maitland, Florida 32751  
(407) 660-1040

**CERTIFICATE OF**  
**SECOND AMENDMENT TO**  
**BYLAWS**

**OF**  
**TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**  
**A NONPROFIT CORPORATION**

THIS IS TO CERTIFY that the following language amending Article 3, Section 3.4, Article 4, Sections 4.4 and 4.5, Article 5, Sections 5.1, 5.2, 5.3 and 5.5 through 5.11 constitute the Second Amendment to Bylaws of Timacuan Community Services Association, Inc., which was originally recorded at Official Records Book 4037, Page 1676 as Exhibit "D" to the Amended and Restated Timacuan Master Declaration of Covenants, Conditions and Restrictions recorded at Official Records Book 4037, Page 1628 of the Public Records of Seminole County, Florida. Further, the Bylaws were previously amended at Official Records Book 4416, Page 1750 of the Public Records of Seminole County, Florida. This Second Amendment to Bylaws was duly and properly adopted pursuant to Article 11 of the Bylaws.

Article 3, Section 3.4 is hereby amended as follows:

3.4 Designation of Voting Representative. If a Lot Parcel is owned by one person or entity, its rights to vote shall be established by the record title to the Lot Parcel. If a Lot Parcel is owned by more than one person or entity, the person entitled to cast the votes for the Lot Parcel shall be designated by a certificate signed by all of the record Owners of the Lot Parcel and filed with the Secretary of the Association. If a Lot Parcel is owned by a general or limited partnership, the person entitled to cast the votes for the Lot Parcel shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If a Lot Parcel is owned by a corporation, the person entitled to cast the votes for the Lot Parcel shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Lot Parcel is owned in trust, the person entitled to vote for the Lot Parcel shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. **Notwithstanding the foregoing, if an Owner fails to designate a person entitled to cast the votes in a voting certificate, the Association may accept the**

Person asserting the right to vote until notified to the contrary by the other Owner(s).  
Upon such notification, no affected Member may vote until the Owner(s) designate a  
person entitled to vote by a voting certificate. Such certificates shall be valid until revoked  
or until superseded by a subsequent certificate or until a change in the ownership of the Lot  
Parcel concerned. A certificate designating the person entitled to cast the votes of a Lot Parcel  
may be revoked in writing by any Owner thereof. Provided, however, that no Member Parcel  
shall vote in excess of the voting rights allocated to that Lot Parcel pursuant to the Master  
Declaration, as amended from time to time.

Article 4, Sections 4.4 and 4.5 are hereby amended as follows:

4.4 Quorum. A Quorum at the Members meetings shall consist of a majority thirty  
percent (30%) of all votes the voting interests in the Association, whether represented in  
person or by proxy. If a quorum is present, the affirmative vote of a majority of votes voting  
interests represented at a meeting and entitled to vote on the subject matter shall constitute  
the acts if of the Members, except when approval by a greater number of Members is required  
by the Master Declaration, ~~a Supplemental Declaration~~, these Bylaws or the Articles, all as  
amended from time to time. When a specified item of business is required to be voted upon  
by a particular class of Members, ~~a majority thirty percent (30%)~~ of the votes of such class of  
Members shall constitute a quorum for the transaction of such item of business by that class.  
After a quorum has been established at a Members meeting, the subsequent withdrawal of  
Members so as to reduce the number of votes at the meeting below the number required for a  
quorum shall not affect the validity of any action taken at the meeting or any adjournment  
thereof.

4.5 Proxies. Every Member entitled to vote at a meeting of Members may vote in  
person or by proxy or express consent or dissent without a meeting, or his ~~duly authorized~~  
~~attorney-in-fact~~, may authorize another person or persons to act for him by proxy. Every proxy  
~~must be signed by the Member or his attorney-in-fact. No proxy shall be valid after the~~  
~~expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy.~~  
All proxies shall comply with Section 720.306(8), Florida Statutes, as amended from time  
to time, and filed with the Secretary. Proxies shall be valid only for the particular  
meeting designated therein, and any lawful adjournments of that meeting, and such  
proxy automatically expires 90 days after the date of the meeting for which it was  
originally given. Every proxy shall be revocable at the pleasure of the Member executing it  
and shall expire upon the transfer of title to the Parcel giving rise to the voting rights to which  
the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the  
incompetence or death of the Member who executed the proxy unless, before the authority is  
exercised, written notice of an adjudication of such incompetence or of such death is received  
by the Association's officer who is responsible for maintaining the list of Members.

Article 5, Sections 5.1, 5.2, 5.3 and 5.5 through 5.11 are hereby amended as follows:

5.1 Number. The affairs of the Association shall be managed by a Board of ~~not less~~  
~~than three (3) nor more than nine (9) directors~~ who shall all be Members of the Association.  
~~The initial Board shall be comprised of three (3) directors. The number of Directors may be~~  
~~increased or decreased~~ from time to time by amendment to the ~~Articles~~ these Bylaws to

~~maximum of nine (9) directors; provided, however, the established number of directors shall always be an odd number, and there shall not be less than three (3) nor more than nine (9) directors. In the event that the number of directors is changed, such change in number shall be implemented in such a manner as to have nearly equal in number as possible the number of directors whose term expire in any given year. Anything in these Bylaws to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers not affiliated with the Declarant all lands which are subject to potential annexation pursuant to Article II, Section 2 of the Master Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association.~~

5.2 Term of Office. Once the Declarant has relinquished the power to designate the Board of Directors, the Members shall elect the directors for staggered terms of three (3) years each, as provided in the Articles. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

5.3 Removal and Vacancies. ~~Except for the Declarant-appointed directors who may only be removed by the Declarant, a~~Any director may be removed from the Board, with or without cause, by a majority vote of the ~~Member of each class~~ the total voting interests, as provided in Section 720.303(10), Florida Statutes, as amended from time to time, and such vacancies shall also be filled as provided in this Statute, as amended from time to time. In the event of the death, ~~or resignation or removal of a director, his successor shall be selected by the~~ affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum, or by the sole remaining director, and such director shall serve for the unexpired term of his predecessor.

5.5 Election. ~~Except for Declarant-appointed directors, e~~ Election to the Board of Directors shall be by written ballot cast in person or by proxy, as hereinafter provided. At such election, the Members or their proxies may cast, in respect of ~~to~~ each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of Votes (without regard to class) for each vacancy shall be elected.

5.6 Nominations. 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 Members Meeting in which directors are up for election.

5.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Members Meeting, and shall serve until the close of the Annual Members Meeting. In the event a Nominating Committee is not designated by the Board, then the Board can nominate persons for election to the Board.

5.8 Duties of Nominating Committee. 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 if of vacancies that are to be filled. Such nominations ~~may~~ must be made from among Members ~~or officers, directors of the Association or agents of the~~

Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5.9 and shall be made in advance of the time fixed in Section 5.9 for the mailing of such ballots to Members.

~~5.9 — Ballots. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for each such vacancy; and (c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary of the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the meeting at which the vote is to be taken).~~

**5.940 Number of Ballots.** Each Member shall receive at the Annual Members Meeting, and at any other meeting where a written ballot is required, as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be turned into the election committee to be counted at the appropriate time, as specified in the meeting agenda. If a Member shall opt not to attend the meeting and has assigned, by default or otherwise, the secretary or president of the Association as its proxy designee, then a limited proxy distributed in advance of the meeting shall be returned to the Association secretary at the designated address of the Association, so as to be received no later than at the day of the scheduled meeting. For Members who assign a proxy designee other than the secretary or president, the proxy may be delivered by the designee to the meeting and shall be turned over to the Association secretary prior to the beginning of at the meeting.

~~5.11 — Election Committee; Counting of Ballots. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set forth for the meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) Members appointed by the Board of Directors. The Election Committee shall then:~~

~~\_\_\_\_\_ (a) — establish that external envelopes were not previously opened or tampered with in any way; and~~

~~\_\_\_\_\_ (b) — open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and~~

~~\_\_\_\_\_ (c) — confirm that the signature of the Member or his proxy on the outside envelope appears genuine; and~~

~~\_\_\_\_\_ (d) — if, the vote is by proxy, determine that a proxy has been filled with the Secretary.~~

Such procedure shall be taken in such a manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee.

~~The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.~~

Executed at Lake Mary (city), Seminole County, Florida, on this the 19 day of June, 2012.

Signed, sealed and delivered in the presence of:

Eileen Forland  
Printed Name: EILEEN FORLAND

Lillian A. Caldwell  
Printed Name: Lillian A. Caldwell

**TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC.**

By: Michael Dougherty  
Printed Name: Michael Dougherty  
Title: President  
Address: 374 Chinook Circle  
Lake Mary, FL 32746

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 19 day of June, 2012, by Michael Dougherty, as President of TIMACUAN COMMUNITY SERVICES ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He/She [ ☒ ] is personally known to me or [ ☐ ] has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Anita Roberts  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

Tma001 cer1



**ANITA ROBERTS**  
MY COMMISSION # EE 007311  
EXPIRES: August 5, 2014  
Bonded Thru Budget Notary Services