

Celina Hills Property Owner's Handbook

BY-LAWS OF CELINA HILLS PROPERTY OWNER'S ASSOCIATION, INC.

ARTICLE I - DEFINITIONS

As used herein, terms and words shall have the meaning stated in the Declaration of Restrictive Covenants and Easements of Celina Hills and as amended and filed of record in the Official Records of Citrus County, Florida, hereinafter referred to as the "Declaration". The Celina Hills Property Owner's Association, Inc. shall hereafter be referred to as the Association.

ARTICLE II - LOCATION

The principle office of the Association shall be located at a place as periodically designated by the Board of Directors.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in the Association is set forth in Article III of the Articles of Incorporation of the Association.

SECTION 2. The rights of membership are subject to the payment of annual and special assessments, as provided by Paragraph 13 of the Declaration.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. The Directors of the Association shall be elected at the Annual Meeting of the members as specified in Article IV herein. The election of Directors shall be decided by a majority vote.

SECTION 2. Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the

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Directors elected by the Declarant may be removed only by the Declarant and except that the Directors named in the Articles of Incorporation may not be removed until the expiration of their term.

SECTION 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the Annual Meeting of members provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time or if the Directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the Annual Meeting of members upon three (3) days notice and writing to each elected member of the Board stating the time, place and object of such meeting.

SECTION 4. Regular meetings of the Board of Directors may be held at any place or places within the State of Florida on such days and at such hours as the Board of Directors may, by Resolution, appoint.

SECTION 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

SECTION 6. Special Meeting of the Board of Directors may be called at any time by the President or by two members of the Board and may be held at any place or places within the State of Florida and at any time.

SECTION 7. Notice of each Special Meeting of the Board of Directors stating the time, place and purpose or purposes thereof shall be given by or in behalf of the President or by or on behalf of the Secretary or by or on behalf of any two members of the Board to each member of the Board, not less than three (3) days by regular U.S. Mail or one day by telephone or telegraph. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of Notice by all of the Directors.

ARTICLE V - OFFICERS

SECTION 1. The Directors of the Association shall be elected at the Annual Meeting of the members as specified in Article IV herein. The election of Directors shall be decided by a majority vote.

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SECTION 2. Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the Directors elected by the Declarant may be removed only by the Declarant and except that the Directors named in the Articles of Incorporation may not be removed until the expiration of their terms.

SECTION 3. The Board of Directors shall elect one (1) Vice-President who shall have such powers and perform such duties as usually pertains to such office, or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

SECTION 4. The Board of Directors shall elect one (1) Secretary. The Secretary shall issue notices of all meetings of the membership of the Association and the Directors where notice of such meetings is required by law or in the By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

SECTION 5. The Board of Directors shall elect one (1) Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office, or as are properly required of him by the Board of Directors.

SECTION 6. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI - MEETING OF MEMBERS

SECTION 1. The regular Annual Meeting of the members shall be held on the 2nd Tuesday of March beginning in 1989 at such time and place as shall be determined by the Board of Directors.

SECTION 2. Special meetings of the members for any purpose may be called at any time by the President, Vice-President, Secretary or Treasurer, or by any two or more members of the Board of Directors or upon written request of the members who have a right to vote one-fourth (1/4) of all the votes of the entire membership.

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SECTION 3. Notice may be given to the member either personally or by sending a copy of the Notice through the mail, postage thereon fully paid, to his address appearing on the records of the Association. Each member shall register his address with the Secretary. Notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted. Provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as provided therein.

SECTION 4. The presence at the meeting of members entitled cast thirty-five percent (35%) of the votes shall constitute a quorum for any action governed by these By-Laws. If the required quorum is not present another meeting may be called and the required quorum shall be seventeen and one-half percent (17.5%) of the members.

ARTICLE VII - BOOKS AND PAPERS

The books, records and papers of the Association shall be at all times during reasonable hours subject to the inspection of any member of the Association.

ARTICLE VIII - COMMITTEES

The Association may appoint an Architectural Control Board as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX - ASSESSMENTS

As more fully provided than in the Declaration, each member is obligated to pay to the Association annual and special assessments.

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ARTICLE X - INDEMNIFICATION

The Association shall indemnify and hold harmless each Director and Officer of the Association from any liability, loss, claim, action, or suit, including but not limited to attorney's fees and costs arising from or by virtue of any action, except willful or gross malfeasance or misfeasance taken or failure to take in an action relative to their service as such Director or Officer.

ARTICLE XI - AMENDMENTS

SECTION 1. These By-Laws may be amended by a vote of the majority of the Board of Directors provided however the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law. It is provided further that any matter stated herein be or which are in fact governed by the Declaration may not be amended, except as provided in such Declaration.

SECTION 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

DATED AND ADOPTED this 2nd day of January 1989.