

**FIRST BY-LAWS OF**

**CLEARVIEW OAKS CONDOMINIUM ASSOCIATION, INC**

**1. IDENTITY** - These are the By-Laws of Clearview Oaks Condominium Association, Inc. a nonprofit Florida Corporation formed for the purpose of administering the Condominium which is located at Pinellas County, Florida, upon the lands described in the Declaration of Condominium. (The corporation shall hereafter be referred to as the "Association".)

**1.1. OFFICE** - The office of the Association shall be at 720 Brooker Creek Blvd., Ste. 206, Oldsmar, Florida, or such other location within the County as may from time to time be determined by the Board of Directors.

**1.2. FISCAL YEAR** - The fiscal year of the Association shall be the calendar year, unless otherwise determined by the Board of Directors. The Association may operate all of the condominiums as a single condominium for purposes of financial matters, including budgets, assessments, accounting, recordkeeping, and similar matters.

**1.3. DEFINITIONS** - All terms used in these By-Laws shall have the same meaning, to the extent applicable as set forth in the Declaration of Condominium for Clearview Oaks Condominium, and the Florida Condominium Act, both as amended from time to time.

**2. MEMBERS' MEETINGS**

**2.1. ANNUAL MEETINGS** - Annual members' meetings shall be held at the Condominium or at such other convenient location, located within 45 miles of the condominium property, as may be determined by the Board of Directors each year on such date and time determined by the Board for the purpose of transacting any business authorized to be transacted by the members.

**2.2. SPECIAL MEETINGS** - Special member's meetings shall be held whenever called by the President, Vice President or by a majority of the Board of Directors and when requested by written notice from 20% of the Association voting interests within sixty (60) days of receipt of a petition.

**2.3. BOARD OF DIRECTORS ELECTION MEETINGS - NOTICE AND PROCEDURE** - The regular election shall occur on the date of the annual meeting. The election of the Board of Directors shall be conducted per the requirements of Chapter 718, Florida Statutes.

2.4. **QUORUM** - A quorum at members' meetings shall consist of persons entitled to cast forty percent (40%) of the voting interests of the entire membership. Decisions made by a majority of the voting interests represented at a meeting at which a quorum is present in person or by proxy shall be binding and sufficient for all purposes except such decisions as may by F.S. 718 or the Condominium Documents require a larger percentage in which case the percentage required in F.S. 718 or the Condominium Documents shall govern.

2.5. **INDIVISIBLE VOTE** - Each unit shall have one indivisible vote. If multiple owners of a unit cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists.

2.6. **PROXIES** - Votes may be cast in person or by proxy.

2.7. **NO QUORUM** - If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

### 3. **BOARD OF DIRECTORS**

3.1. **NUMBER, TERM, AND QUALIFICATIONS.** The affairs of the Corporation shall be governed by a Board composed of not less than five (5) or more than seven (7) Directors, the exact number to be determined by the Board prior to the first notice to the Members of the annual meeting. The terms of Board members shall be staggered as set forth in the Article of Incorporation, which provisions are restated herein as if fully set forth. In the event of a change in the size of the Board, a one (1) year term shall be authorized in order to preserve such continuity, provided that no change in the size of the Board shall be effective to shorten the term of any member without his or her consent. The term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director is recalled in the manner provided in the Condominium Act or resigns. A seat held by a Director who ceases to be an owner, shall thereby automatically become vacant.

3.2. **BOARD VACANCIES** - Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by appointment by a majority vote of the remaining Directors for the remainder of the unexpired term provided that a Director who has been recalled by the membership, if the membership does not choose to fill the vacancy by election, may not be appointed to fill the vacancy created by his removal.

3.3. **ORGANIZATION MEETING** - The organizational meeting of each newly elected Board of Directors to elect officers shall be held at such place and time as shall be fixed by the Directors, provided a quorum shall be present. Unless otherwise noticed, it may be

held immediately following the annual meeting, but not more than ten (10) calendar days following the annual meeting.

**3.4. REGULAR MEETINGS** - Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings, unless fixed by Board resolution, shall be given to each Director personally or by mail, telephone or telecopier at least forty-eight (48) hours prior to the day named for such meeting.

**3.5. SPECIAL MEETINGS** - Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of a majority of the Directors. Not less than three day's notice of the meeting (except in an emergency) shall be given personally or by mail, telephone or telecopier, which notice shall state the time, place and purpose of the meeting.

**3.6. WAIVER OF NOTICE** - Any Director may waive notice of a meeting before, at or after the meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at a meeting shall constitute waiver of notice of the meeting.

**3.7. BOARD MEETINGS, QUORUM AND VOTING** - A quorum at Directors' Meetings shall consist of a majority of the Directors. The acts approved by a majority of Directors present at a meeting shall constitute the acts of the Board. If at any meeting of the Board there be less than a quorum present, the Director(s) present may adjourn the meeting from time to time until a quorum is present.

**3.8. PRESIDING OFFICER** - The presiding officer at Directors' meetings shall be the President and in his absence, then the Vice President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their numbers to preside.

**4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS** - All of the powers and duties of the Association existing under the Florida Corporation Statutes, the Condominium Act, the Declaration of Condominium, the Articles of Incorporation, these By-laws, and the Rules and Regulations of the Association shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees subject only to the approval by unit owners when such is specifically required. To the extent permitted by law, the powers and duties of the directors and officers may be delegated for the purpose of management. The Directors may, pursuant to F.S. 718.303, impose fines against a unit not to exceed the maximum permissible by law, for failure to comply with the provisions of the condominium documents, including the rules and regulations, by owners, occupants, licensees, tenants and invitees. A fine may be imposed for each day of continuing violation with a single notice and opportunity for hearing, provided that no fine shall in the aggregate exceed \$1,000.00, or such maximum amount as is permissible by law, and all fine hearings shall be held before a committee of other unit owners as required by law.

5. **OFFICERS** – There shall be such officers as required under F.S.718.112 as amended.

6. **INDEMNIFICATION -**

6.1. **Indemnity.** The Association shall indemnify any officer, director or committee member who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

6.2. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

6.3. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article.

6.4. **Miscellaneous.** The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

6.5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

6.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

7. **FISCAL MANAGEMENT** - Budgeting, reserves, financial management and reporting will be performed in accordance with the requirements of Chapter 718, Florida Statutes. The Board shall assess the Members, and the members shall be liable therefore, as set forth in the Declaration Condominium. The unpaid portion of an assessment including an accelerated assessment which is due, together with all costs, interest, late fees, and reasonable attorneys' fees for collection, including appeals, shall be secured by a lien upon the unit and all appurtenances thereto. The Association, at its option, may enforce collection of delinquent assessments or charges by suit at law, by foreclosure of the lien securing the assessments, or by any other remedy available under the laws of the State of Florida, and in any event the Association shall be entitled to recover the payments which are delinquent at the time of collection, judgment or decree, together with those which have become due by acceleration plus interest thereon and all costs incident to the collection and the proceedings, including reasonable attorneys' fees, including appeals. The Association must deliver or mail by certified mail to the unit owner a written notice of its intention to foreclose the lien as provided by law.

8. **PARLIAMENTARY RULES** - Robert's Rules of Order shall govern the conduct of corporate proceedings when not in conflict with the Declaration, the Articles of Incorporation, the By-Laws of the Association or with the laws of the State of Florida.

9. **BY-LAW AMENDMENTS** - Amendments to the By-Laws shall be made as follows:

a. Amendments to the By-laws may be proposed by the Association membership or the Board of Directors in the same way amendments to the Declaration of Condominium are proposed in the Declaration. Notice of the subject matter of the proposed By-law change shall be in writing and served in the same manner as provided for notice for the amendment to the Declaration of Condominium.

b. Approval of the Association - The amendment to the By-laws must receive the same approval of the Association as required in the Declaration for the approval of amendments to the Declaration.

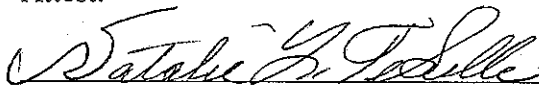
c. Recording - Upon the amendment of the By-laws, the Association, through its officers, shall certify the amendment as having been duly adopted and shall cause the amendment to be recorded in the public records of Pinellas County, Florida, from which time it shall be effective.

10. **HOUSE RULES AND REGULATIONS** – The Board of Directors shall have power to adopt Rules and Regulations governing the use and care of the units and the common element.

11. **55 AND OLDER COMMUNITY** – Clearview Oaks, located in Kenneth City, Florida, has been designated as housing for persons who are fifty-five (55) years of age or older. At least eighty percent (80%) of the units in Clearview Oaks must be occupied by at least one (1) person who is fifty-five (55) years of age or older. In order to insure that Clearview Oaks qualifies as housing for persons fifty-five (55) years of age or older under the Federal Fair Housing Act (42 U.S.C. 3601, et seq.), satisfies the occupancy and age verification requirements of Rule 100.307 of the U.S. Department of Housing and Urban Development (24 C.F.R. 100.307), and complies with the requirements of the Florida Fair Housing Act (Chapter 760, Florida Statutes) and the rules and regulations of the Florida Commission on Human Relations, a survey of the residents of the condominium will be conducted and updated by the Association as and to the extent required by applicable law. Each owner shall cooperate with the Association in its efforts to comply with the requirements of the above mentioned acts and rules and regulations, and with all other applicable laws. Such cooperation shall include, but not be limited to, providing to the Association, within ten (10) days after written request, such information (such as, but not limited to, identification of whether at least one (1) resident of the unit is fifty-five (55) years of age or older and the current age or date of birth of such person) and signed surveys, sworn affidavits, certifications and other reliable legally sufficient documentation as may be required from time to time by the Association. The Association shall have the authority to make any changes to, or additional capital improvements upon, the common elements or Association owned property necessary to provide facilities or services specifically designed to meet the requirements of the Fair Housing Act, as amended, and other applicable laws.

I hereby certify that on the 12th day of July, 2010, at a meeting duly called for the purpose, after proper notice had been made, and where a quorum was present, the Board of Directors of Clearview Oaks Condominium Association, Inc. by a vote of four (4) in favor and one (1) against adopted the above first bylaws of the corporation.

Attest:

  
Secretary

(seal)

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