

**BY-LAWS
OF
THE OAKTRAILS AT MEADOWRIDGE IV & V
HOMEOWNERS ASSOCIATION, INC.**

1. IDENTITY

These are the By-Laws of THE OAKTRAILS AT MEADOWRIDGE IV & V HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on the 28th day of April, 1999. THE OAKTRAILS AT MEADOWRIDGE IV & V HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association", has been organized for the purpose of enforcing the Declaration of Deed Restrictions for The Oaktrails at Meadowridge Phase IV-A, a single family subdivision, hereinafter referred to as the "Declaration" and for subsequent Phases of The Oaktrails at Meadowridge.

A. The provisions of these By-Laws are applicable to said Declaration and the terms and provisions hereof are expressly subject to the effect of the terms, provisions, conditions and authorizations contained in the Articles of Incorporation and which may be contained in the Declaration. The terms and provisions of said Articles of Incorporation and Declaration shall be controlling wherever the same may be in conflict herewith.

B. All present and future owners, tenants, future tenants, or their employees, or any person who might own a Lot in The Oaktrails at Meadowridge Phases IV and V, or any of the facilities thereof in any manner, are subject to the regulations set forth in these By-Laws and in said Articles of Incorporation and the Declaration.

C. The mere acquisition or rental of any of the Lots of The Oaktrails at Meadowridge Phase IV-A, or the mere act of occupancy of any said Lots will signify that these By-Laws and Regulations in the Declaration will be complied with, are accepted, and ratified.

D. The fiscal year of the Association shall be from January 1st to December 31st.

2. MEMBERSHIP, VOTING, QUORUM, PROXIES

A. **Membership.** The Association shall have one (1) class of members as set forth in Article V of the Articles of Incorporation:

B. **Quorum and Voting.**

(1) As to general business of the Association, a quorum of membership shall consist of thirty percent (30%) of the total voting interests. The joinder of member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such

person for the purpose of determining a quorum. Such joinder shall be within fifteen (15) days of the meeting.

(2) The vote of the owners of a Lot owned by more than one person or by a corporation or other entity shall be cast by the person named in the written notice signed by all of the owners of the Lot filed with the Secretary of the Association, and such written notice shall be valid until revoked by subsequent written notice. If such written notice is not on file or not produced at the meeting, the vote of such owners shall not be considered in determining the requirements for a quorum, nor for any other purpose.

(3) Votes may be cast in person or by proxy. A proxy is defined as the authority to cast the vote of a member qualified to vote as set forth in Article V of the Articles of Incorporation. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the meeting. No person shall be designated to hold more than five (5) proxies.

(4) Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these By-Laws, the Declaration, or where the same may otherwise be required by law, the affirmative vote of a majority of members represented at any duly called membership meeting at which a quorum is present shall be binding upon the members.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

A. The annual membership meeting shall be held at the office of the Association in the month of April of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

B. Special membership meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors and must be called by officers upon receipt of a written request from members of the Association owning a majority of Lots. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (2/3) of the votes present, either in person or by proxy.

C. Notice of all membership meetings, regular or special, shall be given by the President, Vice President, Secretary or Treasurer of the Association, or other officer of the Association in the absence of said officers, to each member by at least regular U.S. Mail, unless waived in writing, such notice to be written or printed and to state the time, place and object for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days nor more than thirty (30) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed

equivalent to the giving of such notice to such member. If any membership meeting cannot be organized because a quorum has not attended, or because a greater percentage of the membership to constitute a quorum of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or the Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum or the required percentage of attendance, if greater than a quorum, is present.

D. At membership meetings, the President, or in his absence, the Vice President, shall preside, or in the absence of both, the membership shall elect a chairman.

E. The order of business at annual membership meetings and, as far as practical, at any other membership meetings, shall be:

(1) Calling of the roll, certifying of proxies, and written notices of multiple owners.

(2) Proof of notice of meeting or waiver of notice.

(3) Reading of minutes.

(4) Reports of officers.

(5) Reports of committees.

(6) Appointment of Chairman of Inspectors of Election.

(7) Election of Directors.

(8) Unfinished business.

(9) New business.

(10) Adjournment.

F. Meetings of the Association shall be held at the principal office of the project or such other suitable place convenient to the owners as may be designated by the Board of Directors.

G. Minutes of all meetings of members and Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members and Board of Directors.

4. BOARD OF DIRECTORS

A. Each director elected at the first annual meeting of the membership and thereafter shall serve for the term of one year or until his successor is duly elected. Directors may be removed

for cause by an affirmative vote of the members owning not less than fifty percent (50%) of the Lots as a special meeting called for such purpose. Directors may be removed without cause by an affirmative vote of the members owning not less than seventy-five percent (75%) of the Lots.

B. Election of Directors shall be conducted in the following manner:

(1) Until such time as the Developer, Condev Corporation, a Florida corporation, (hereinafter referred to as "Developer") has conveyed twenty-five percent (25%) of the Lots to third parties, it shall be entitled to elect the three Directors. Thereafter, the Lot owners shall be entitled to elect one Director and the Developer two Directors. Upon the Developer conveying ninety percent (90%) of the Lots in all phases of The Oaktrails at Meadowridge Phases IV and V to a third party, or sooner if the Developer so chooses in its sole discretion, the Board of Directors shall be elected as follows:

(2) Except as set forth above, all members of the Board of Directors shall be elected by a plurality of the voters of members cast at the annual meeting of the members of the Association and each member shall be entitled to vote for three (3) directors. Cumulative voting is not allowed.

(3) Vacancies in the Board of Directors may be temporarily filled until the election of Directors at the next annual meeting by the majority vote of the remaining Directors.

C. The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election, at such time and such place as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary provided a quorum shall be present.

D. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board, and shall hold office at the pleasure of the Board.

E. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board, called for such purpose.

F. 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, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegram at least ten (10) days prior to the day named for such meeting, unless notice is waived. These meetings shall be open to all members.

G. Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of two (2) Directors. Not less than three (3) days notice of the meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting.

H. Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

I. A quorum of a Director's meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at the meeting at which a quorum is present shall constitute the act of the Board of Directors, except as specifically otherwise provided in the Articles of Incorporation, these By-Laws or the Declaration. If any Directors' meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes has not attended, the Directors who are present may adjourn the meeting from time to time until a quorum or the required percentage attendance, if greater than a quorum, is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

J. The presiding officer of Directors' meetings shall be the President. In the absence of the President, the Vice President shall preside.

K. The Directors shall not receive any compensation unless approved by the membership.

L. All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under the common law and statutes, the Articles of Incorporation of the Association, these By-Laws and the Declaration. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these By-Laws and the Declaration, and shall include, without limiting the generality of the foregoing, the following:

(1) To make, levy and collect assessments against members and members' Lots to defray the costs of the Association and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the Association; as set forth in the Declaration.

(2) The reconstruction of improvements after casualty, and further improvement of the property, real and personal;

(3) To make and amend rules and regulations governing the use of the property, real and personal, of the common areas, so long as such regulation or amendments thereto do not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles of Incorporation and Declaration or Florida Statutes;

(4) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, as may be necessary or convenient in the operation and management of the Association, and in accomplishing the purposes set forth in the Declaration;

(5) To enforce by legal means the provisions of the Articles of Incorporation and By-Laws of the Association, the Declaration and any regulations hereinafter promulgated governing use of the property in The Oaktrails at Meadowridge Phase IV-A;

(6) To pay all taxes and assessments which are liens against any part of the Association property and the appurtenances thereto;

(7) To carry insurance for the protection of the members and the Association against casualty and liability;

(8) To pay all costs of power, water, sewer and other utility services rendered to the Association;

(9) To employ personnel to perform the services required for proper administration of the Association.

M. The undertakings and contracts authorized by the said first Board of Directors shall be binding upon the Association in the same manner as though such undertakings and contracts had been authorized by the first Board of Directors duly elected by the membership.

5. OFFICERS

A. The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and as many additional Vice Presidents and Assistant Secretaries and Treasurers as the Board of Directors may deem necessary. The President, Vice President, Secretary and Treasurer must be members of the Association.

B. The President shall be the chief officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees composed of members at any time which he may in his discretion decide is appropriate, to assist in the conduct of the affairs of the Association.

C. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

D. The Secretary shall keep the minutes of all proceedings of the Directors and the members. The Secretary shall attend to the giving and serving of all notices of the members and Directors, and such other notices required by law.

E. The Treasurer shall keep records of the Association, its administration and salaries. He shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. The Treasurer shall keep the books of the Association in accordance with good accounting practices and in accordance with paragraph 6 of these By-Laws.

F. The compensation of all officers and employees of the Association shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Association, nor preclude the contracting with a Director for the management of the Association. However, any compensation paid to an officer or Director must be approved by the vote of the membership.

6. FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

A. An assessment roll shall be maintained in a set of accounting books, in which accounting books there shall be a name and address of each owner or owners of a Lot, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments.

B. The Board of Directors shall adopt one (1) budget for each calendar year, which shall be for the general operation of the Association. The budget shall contain estimates of the cost of performing the functions of the Association, including but not limited to the common expense budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance, and operation of common elements and limited common elements, if any, landscaping, street and walkways, office expense, utility services, casualty insurance, liability insurance, administration, salaries and the amount payable to the Baytree Community Development District pursuant to the Roadway Maintenance Cost Share Agreement. The Board of Directors shall also establish the proposed assessment against each member.

C. A copy of any budget or proposed budget shall be delivered to each member in the manner set forth in paragraph 3 of these By-Laws for the delivery of notice. Provided the budget does not exceed one-hundred-fifteen percent (115%) of the previous years budget, failure to deliver a copy of any budget or proposed budget shall not be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto. Nothing herein contained shall be construed as restricting the right of the Board of Directors to, at any time and in their sole discretion, levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

D. If a budget is adopted by the Board of Directors which requires assessment against the members in any fiscal or calendar year exceeding one-hundred-fifteen percent (115%) of such assessments for the preceding year all members must receive a copy of the budget in the manner set forth in paragraph 3 of these By-Laws for the delivery of notice; and, upon written application of twenty-five percent (25%) of the members, a special meeting of the members shall be held upon not less than fourteen (14) days written notice to each member, but within thirty (30) days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting, provided there is a quorum, members may consider and enact a revision of the budget by a majority vote of the members.

E. The depository of the Association shall be such bank or banks as may be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by at least two (2) persons as are authorized by the Directors.

7. PARLIAMENTARY RULES

Robert's Rules of order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of Florida.

8. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be proposed and adopted in the following manner:

A. Amendments to these By-Laws may be proposed by the Board of Directors acting upon vote of a majority of the Directors or by ten percent (10%) of members of the Association, whether meeting as members or by instrument in writing signed by them.

B. Upon any amendment or amendments to these By-Laws being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President, who shall thereupon call a special joint meeting of the members of the Board of Directors of the Association and the membership for a date not sooner than fourteen (14) days or later than thirty (30) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the members is required as herein set forth.

C. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of fifty-one percent (51%) of the entire membership of the Board of Directors and by an affirmative vote of the members owning not less than fifty-one percent (51%) of the Lots or upon one-hundred percent (100%) affirmative vote of the Board of Directors.

Thereupon, such amendment or amendments to these By-Laws shall be transcribed and certified by the President and Secretary of the Association.

D. At any meeting held to consider such amendment or amendments to the By-Laws, the written vote of any member of the Association shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

9. RULES AND REGULATIONS

The Association may issue rules and regulations pertaining to the operation of roadways, common areas and the recreational areas, and other matters of similar import as follows:

A. The Directors of the Association in accordance with paragraph 4 of these By-Laws may issue Rules and Regulations governing the matters set out above which Rules and Regulations shall be binding on all members of the Association.

B. Any Rules and Regulations adopted shall be delivered to each member of the Association in the manner set forth in paragraph 3 of these By-Laws for the delivery of notice.

10. ENFORCEMENT

A. In addition to all other remedies, and to the maximum extent lawful, a fine or fines may be imposed upon an Owner for failure of an Owner, an Owner's tenant or either's invited guest(s) to comply with any covenant, restriction, rule or regulation. The Board of Directors may appoint a Due Process Committee ("DPC") comprised of at least three (3) Owners with the exclusion of Directors, Officers and employees of the Oaktrails at Meadowridge Phases IV and V and members of their families. In the sole discretion of the DPC by majority vote, an Owner may be fined up to \$100 per violation. A fine may be levied on the basis of each day of continuing violation, with a single notice and opportunity for a hearing, except that no such fine shall exceed \$1,000 in the aggregate or maximum allowed by Statute, whichever is greater. No fine may be levied without complying with the following procedures:

(i) Notice. The Association shall notify the Owner of the alleged infraction. The notice shall include the date and time of a meeting with the DPC at which time the Owner shall present reasons why a fine should not be imposed. Such notice must be extended at least fourteen (14) days prior to the meeting with the DPC.

(ii) Hearing. The alleged non-compliance shall be presented to the DPC after which the DPC shall hear reasons why a fine should not be imposed. A written decision of the DPC shall be submitted to the Owner by no later than fourteen (14) business days after the DPC's meeting.

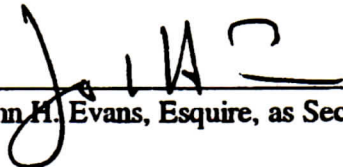
(iii) Payment of Fines. Fines shall be treated as Benefit Assessments subject to the lien rights provided in the Declaration and paid not later than five (5) business days after notice of the imposition of a fine.

(iv) Collection of Fines. Fines shall be treated subject to the collection provisions as determined by the Board including, without limitation, the imposition of a claim of lien for any delinquent fine.

(v) Application of Proceeds. All monies received from fines shall be allocated as directed by the Board and, absent such direction, shall be deposited in the Association's operating account.

B. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association may elect to enforce any provisions of the Declaration or these By-Laws by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred.

The undersigned, being the Secretary of THE OAKTRAILS AT MEADOWRIDGE IV & V HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, does hereby certify that the foregoing By-Laws were adopted as the By-Laws of said Association at a meeting held for such purpose on the 27 day of July, 1999.



John H. Evans, Esquire, as Secretary