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BY-LAWS

OF

VINEYARD OF TAMPA CONDOMINIUM ASSOCIATION, INC.

a corporation not for profit  
under the laws of the State of Florida

ARTICLE I.

Identity

Section 1. These are the By-Laws of the above-named corporation. Said corporation is called "Association" in these By-Laws. The corporation is a non-profit corporation under the laws of the State of Florida, the original Articles of Incorporation of which have been filed in the office of the Secretary of State. The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718 Florida Statutes, which is located upon the land described in the Association's Articles of Incorporation.

Section 2. The Association shall operate on a calendar year basis, beginning the 1st day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to that of a fiscal year basis whenever deemed expedient and for the best interests of the Association.

Section 2. The seal of the Association shall bear the name of the Association, the word "Florida", and the words "Corporation not for profit" and the year of incorporation.

ARTICLE II.

Definitions

Section 1. Said Chapter 718, as is in effect as of the date of recording of the Declaration of Condominium (hereafter defined) shall be referred to as the "Condominium Act". All words, phrases, names and/or terms used in these By-Laws, shall have the same meaning and be used and defined the same as they are in the

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Condominium Act and the declaration of condominium unless the context otherwise requires. "Declaration of Condominium" or "Declaration" shall refer to the declaration of condominium

for the condominium mentioned in the Articles as recorded in the public records of the county in which the condominium is located. "Developer" shall have the same meaning as in the Declaration, and shall, in every instance, include any party appointed in writing by the original Developer as a substitute Developer.

ARTICLE III.

The Association

Section 1. Members. The members of the Association shall be those parties as set forth in the Articles. A member's share or interest in the assets of the Association cannot be transferred or hypothecated except as an appurtenance to his unit.

Section 2. Place of meeting. Meetings of the membership shall be held at the principal office or place of business of the Association, or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3. Annual Meetings. The annual meetings of the Association shall be held between January 1st and March 1st of each succeeding year. At the annual meeting the members shall elect Directors and may transact such business of the Association as may properly come before them. The time of day of all meetings shall be set by the Directors, and the Directors by majority vote may change the date of the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President and must be called by the President at the request in writing of a majority of the Board of

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Directors or at the request in writing of one-third of the members; such requests shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to give notice of each meeting of the members, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears in the membership book of the Association, or if no such address appears, at his last known place of address, at least fourteen (14), but not more than thirty (30), days prior to such meeting. Notice may be given by personal delivery or by regular first-class United States mail, except that in the case of annual meetings notices shall be mailed in the manner required by the Condominium Act unless waived in writing by the unit owner. The mailing of a notice in the manner provided in this Section shall be considered notice served. Copies of notices of annual meeting shall be posted on the condominium property at least fourteen (14) days before the meeting.

Section 6. Waiver of Notice. Before or after any meeting any member may waive notice of the meeting in writing and such waiver shall be deemed the equivalent of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of persons entitled to vote a majority of the votes of all members shall constitute a quorum at a member's meeting.

Section 8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person, or by proxy, may adjourn the meeting to a time not later than ten (10) days from the time the original meeting was called, and hold the meeting so adjourned,

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without additional notice, provided that a quorum can be obtained for such meeting.

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Section 9. Voting. At every meeting of the members, the owner or owners of each unit, either in person or by proxy, shall have the right to cast one vote, as set forth in the Declaration. The vote of the majority of those votes present, in person or by proxy, shall decide any question brought before a meeting at which a quorum is present, unless the question is one upon which, by express provisions of statute, or of the Declaration of Condominium, or of the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. If an owner owns more than one unit, that owner shall be entitled to one vote for every unit owned. If a unit is owned by more than one person or entity, only one vote may be cast for that unit, and it shall be cast by one of the owners of the unit appointed by a written certificate signed by the other owners of the unit.

Section 10. Proxies. A member may appoint any other member as a proxy. All proxies must be filed with the Secretary at any meeting or meetings for which the proxy was given before the proxy may vote. All proxies and the maximum number which a member may vote shall be in conformity with the Condominium Act.

Section 11. Conduct of Meetings. The order of business at all annual or special meetings of the members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors (if election to be held).
- (g) Unfinished business.
- (h) New business.

Robert's Rules of Order (latest edition) shall govern members meetings when not in conflict with the Condominium Act, the Declaration of Condominium or the Articles and these By-Laws of

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the Association.

ARTICLE IV.  
Administration  
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Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. The number of Directors which shall constitute the Board shall be not less than three (3) nor more than five (5). The exact number of Directors shall be determined by vote of the members, provided, however, it must be an odd number. Directors need not be members of the Association.

Section 2. Directors - Election. Developer's right to elect Directors shall be as set forth in the Articles of Incorporation.

Directors to be elected by unit owners other than Developer shall be elected by ballot at the annual meeting (unless dispensed with by unanimous consent) and by a plurality of the votes cast at the meeting of the Association; each member shall be entitled to vote for as many nominees as there are vacancies to be filled.

Section 3. Removal of Directors. The initial Directors named in the Articles or any Director elected by the Developer may be removed only by Developer, and if so removed the vacancy so created shall be filled by Developer. Except the initial Directors named in the Articles of Incorporation, and except any Director elected by Developer, Directors may be removed with or without cause by vote or agreement in writing by a majority of the members of the Association; a special meeting of the members may be called for that purpose by ten (10%) percent of the members by notice stating the purpose, and the vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

Section 4. Filling of Vacancies. Except as to vacancies provided by removal of Directors by members or the Developer, vacancies in the Board of Directors occurring between annual

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meetings of members shall be filled by the remaining Directors.

Section 5. Term of Directors. The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

Section 6. Powers and Duties. All of the powers and duties of the Association under the Condominium Act, Declaration of Condominium, and the Articles and By-Laws of the Association shall be exercised exclusively by the Board of Directors and its agents, contractors and employees subject only to approval of the members when specifically required. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by the Declaration, the Articles of Incorporation of the Condominium Association, the Condominium Act, or these By-Laws directed to be exercised and done by the members. The powers of the Board shall include, but not be limited to, the following:

- (a) To prepare and adopt an annual operating budget, which budget shall be sufficient in amount to pay for all necessary expenses and expenditures to be shared in common by the respective owners of units, and including a reasonable reserve for repairs, upkeep and replacement of the common elements and for contingencies.
- (b) To prepare a detailed report of the acts, accounts, and statements of income and expense for the previous year, and present same at the annual meeting of members.
- (c) To make and amend reasonable rules and regulations as provided in the Declaration.
- (d) To pay taxes or assessments or other charges against the condominium as a whole.
- (e) To determine the depository for the funds of the Association.
- (f) To acquire the necessary personnel needed for the maintenance, care and upkeep of the common elements, and set the salaries of said personnel.

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(g) Assess and collect all assessments pursuant to the Condominium Act to defray expenses of operating and maintaining the condominium.

Section 7. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board of Directors to assist the Association in carrying out the powers and duties of the Association as set forth in the Articles of Incorporation of the Association.

Section 8. Compensation. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid a Director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 9. Organization Meeting. The first meeting of the Board of Directors shall be held within ten (10) days after the annual members' meeting, at such place as shall be fixed by the Board and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing all of the Board of Directors shall be present in person or by proxy.

Section 10. Regular Meeting. Regular meetings of the 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 calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors must be called by the President, in like manner and on like notice, on the

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written request of at least two Directors.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof unless he objects at the beginning of the meeting as to lack of notice.

Section 13. Posting of Notice. Notice of meeting of the Board of Directors shall be posted on the condominium property as required by the Condominium Act.

Section 14. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except where a greater number is expressly required by the Condominium Act, the Declaration of Condominium, the Articles or these By-Laws of the Association. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 15. Designation of Officers. The principal officers of the Association shall be a President who shall be a Director, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint such other officers as in their judgment may be necessary. Any person may hold two or more offices except the President shall not also be the Secretary. Officers shall not be entitled to compensation for performing their duties as officers unless the Board of Directors expressly authorizes it.

Section 16. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at

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the organizational meeting of each new Board, and shall hold office at the pleasure of the Board.

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Section 17. Removal of Officers. 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 at any special meeting of the Board called for such purpose.

Section 18. President. The President shall be the chief executive 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.

Section 19. Vice-President. 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 a member of the Board to do so 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.

Section 20. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all duties incident to the office of Secretary.

Section 21. Treasurer. The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 22. Indemnification. Every Director and every

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officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of gross negligence or willful misconduct in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Director or officer may be entitled.

Section 23. Budget. Before the end of each calendar year the Board of Directors shall annually adopt a budget for the forthcoming calendar year which shall include estimated funds to defray current expenses and to fund reserve accounts required by the Condominium Act, if any, and may provide funds for other reserves for deferred maintenance, repairs, replacements, betterments, improvements, and contingencies. Reserves required by the Condominium Act may be waived in the manner provided in the Act. Notice of the meeting at which the budget will be considered and copies of the proposed budget shall be furnished unit owner as required by the Condominium Act. Assessments shall be made in the manner provided in the Declaration of Condominium. Assessments shall be based on the budget for that year. The budget for any year can be revised from time to time by the Board of Directors at any time during the calendar year, and likewise assessments may be revised by the Board. So long as Developer is in control of the Board of Directors, the Board shall not adopt a budget which will impose assessments greater than 115% of the prior year's assessments without approval of a majority of the unit owners.

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Section 24. Amendment to By-Laws. These By-Laws may be

amended in the same manner as is provided in the Association's  
Articles of Incorporation for the Amendment to said Articles of  
Incorporation. No amendment shall be made which will conflict  
with the Declaration. No amendment shall be made without the  
written consent of Developer so long as Developer owns more than  
ten (10%) percent of the units. Amendments shall not be effective  
until a copy certified by the Association as having been properly  
adopted, has been recorded in the public records of the County in  
which the condominium is located.

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The foregoing was adopted as the By-Laws at the first meeting  
of the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_,  
19\_\_.

VINEYARD OF TAMPA CONDOMINIUM  
ASSOCIATION, INC.

Approved:

By: \_\_\_\_\_  
MARIANNE SNYDER, Secretary

\_\_\_\_\_  
DAVID L. SNYDER, President

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