

SCHEDULE D

BYLAWS

of

VIRGINIA HEIGHTS CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for Profit)

ARTICLE I. - GENERAL

Section 1. The name, address and term of existence of the Association shall be as set forth in the Articles of Incorporation.

Section 2. The Association shall have the rights, powers, duties and functions as set forth in the Articles of Incorporation.

Section 3. The members of the Association, their qualifications and voting rights and the manner of transferring membership shall be as set forth in the Articles of Incorporation.

ARTICLE II. - MEETINGS

Section 1. All annual and special meetings of the Association shall be held in Orange County, Florida, or at such other place as may be permitted by law and from time to time fixed by the Board of Directors and designated in the notices of meetings.

Section 2. Annual meetings of the members of the Association shall be held in November of each year. Notice of the meeting, which shall include an agenda, shall be sent to each member thirty (30) days prior thereto. In addition to such written notice, the secretary shall conspicuously post notice of the annual meeting on the condominium property at least fourteen (14) days prior thereto.

Section 3. Special meetings of the members, for any purpose or purposes, whether or not specifically required by these Bylaws, the Articles of Incorporation, or the Declaration of Condominium, may be called by the president, vice-president, secretary, or a majority of the Board of Directors.

Section 4. No business shall be transacted at any special meeting except as stated in the notice thereof unless by consent of persons present having two-thirds (2/3) of the votes. Notice shall be given by the secretary of all special meetings, or if the secretary shall fail to do so, by the president or Board of Directors, not less than ten (10) days before the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices deposited in the mail, postage prepaid, and addressed to the members' last known addresses according to the Association's records, within the prescribed time or, in lieu of mailing,

delivered by hand to the members or left at their residences in their absence, shall suffice.

Section 5. Persons entitled to at least fifty percent (50%) of the votes shall constitute a quorum.

Section 6. When a quorum is present at any meeting, the holders of a majority of the voting rights present in person or represented by written proxy or by voting trustee shall decide any question brought before the meeting, unless the question is one upon which by express provision of the Condominium Act, the Declaration of Condominium, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case the express provision shall govern and control.

Section 7. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board of Directors and submitted to the members with the notice of each meeting.

ARTICLE III. - BOARD OF DIRECTORS

Section 1. The number, terms of office, and provisions regarding removal and filling of vacancies of the Board of Directors shall be as set forth in the Articles of Incorporation.

Section 2. The annual meeting of the Board shall be held immediately following the annual meeting of the members and at the same place.

Section 3. Regular meetings of the Board may be held at such time and place permitted by law and from time to time as may be determined by the directors, and special meetings may be called by the president or a majority of the Board. Notice of regular and special meetings of the Board shall be given to each director at least three (3) days prior to the meeting as provided in Section 2. The Board may, by resolution duly adopted, establish regular monthly, quarterly, or semi-annual meetings. All meetings of the Board shall be open to the members of the Association, who shall be given conspicuously posted notice forty-eight (48) hours in advance thereof except in an emergency.

Section 4. At all meetings of the Board, a majority shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority present at any meeting shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation.

Section 5. The order of business of all meetings of the Board shall be as prescribed in an agenda furnished each member of the Board by the president.

Section 6. The Board shall have and exercise all lawful powers and duties necessary for the proper conduct and admin-

istration of the affairs of the Association and for the exercise of its rights, powers, duties and functions. The Board may do or cause to be done all other lawful acts and things that are not by law, the declaration of condominium, these Bylaws or the Articles of Incorporation or otherwise, directed or required to be done or exercised by the members of the Association.

ARTICLE IV. - OFFICERS

Section 1. The officers of the Association, their terms of office, the manner of election, and the method of removal and filling vacancies shall be as set forth in the Articles of Incorporation. All such officers shall be covered by a fidelity bond in an appropriate amount, the premium for which shall be a common expense.

Section 2. The president shall be the chief executive officer of the Association and shall preside at all meetings of the members and the Board of Directors. He shall have the general powers and duties usually vested in the office of president, including but not limited to, the power to appoint committees from among the members or directors from time to time as he may deem appropriate to assist in the conduct of the affairs of the Association. He shall execute such deeds, contracts, and other instruments, in the name and on behalf of

the Association and under its corporate seal, when a seal is required, except when such documents are required or permitted by law to be otherwise executed and except when the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent of the Association.

Section 3. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all meetings and proceedings, including resolutions, in a minute book to be kept for that purpose, and shall perform like duties for any committees when so required. He shall have charge of the minute book and such records and papers as the Board may direct and shall perform all duties incident to the office of secretary, including the sending of notices of meetings to the members of the Board and committees, and such other duties as may be prescribed by the Bylaws or by the Board or the president. He shall also have custody of the corporate seal and when authorized by the Board, affix the same to any instrument requiring it and attest the same when appropriate. He shall compile and keep up to date, at the principal office of the Association, a complete list of the members and their last known post office addresses, and the names and addresses of any proxy holders or voting trustees. The secretary shall

make the minute books available for inspection by the members and directors at all reasonable times.

Section 4. The vice-president or vice-presidents shall be vested with all the powers and required to perform all the duties of the president in his absence, and such other duties as may be prescribed by the Board of Directors. In the event there is more than one vice-president, the Board of Directors may prescribe the order in which the vice-presidents shall assume control in the absence of the president.

Section 5. The treasurer shall have responsibility for the Association's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies, checks, 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. He shall disburse the funds of the Association as may from time to time be ordered by the Board or by the president, shall make proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board or whenever they or either of them shall require, an account of his transactions as treasurer of the financial condition of the Association. He shall, in addition, keep all books and

records of account as may be required by Section 718.111, Florida Statutes, and other sections of the Condominium Act or any other applicable law. The accounting records of the Association shall be available for inspection by the unit owners at all reasonable times, and a summary thereof shall be provided to each unit owner along with the notice of the annual meeting required in Article II, Section 2 hereof.

ARTICLE V - INDEMNIFICATION

Every director and 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 any settlement of any proceeding to which he may be a party 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 for willful misfeasance or malfeasance 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.

ARTICLE VI - ASSESSMENTS AND COLLECTION

Section 1. Assessments shall be made against the unit owners not less frequently than quarterly in the discretion of the Board of Directors. The assessments shall be made in an amount no less than required to provide funds in advance for payment of all of the anticipated current operating expenses previously incurred. The assessment funds shall be collected against unit owners in the proportions or percentages provided in the Declaration of Condominium. Unit owners' shares of common expenses shall be in the same proportions as their ownership interest in the common elements.

Section 2. Assessments for common expenses of emergencies that cannot be paid from the annual assessment for common expenses shall be made by the Board of Directors after 30 days' notice given to the unit owners. These assessments shall be paid at the times and in the manner that the board may require in the notice of assessment.

Section 3. Charges by the Association against members for other than common expenses shall be payable in advance and may be collected by assessment in the same manner as common expenses. Charges for other than common expenses may be made only after approval of a member or when expressly provided for in the Declaration of Condominium or other condominium documents. These charges may include, without limitation, charges for the use of the condominium property or

of a member and other services furnished for the benefit of a member.

Section 4. Each unit owner, regardless of how title is acquired, shall be liable for all assessments coming due while he is the unit owner. The unit owner and his grantee in a voluntary conveyance shall be jointly and severally liable for all unpaid assessments due and payable up to the time of the voluntary conveyance. A first mortgagee who acquires title by foreclosure or deed in lieu of foreclosure, however, shall not be liable for unpaid assessments of previous owners unless those assessments are evidenced by a lien recorded before the foreclosed mortgage. The liability for assessments may not be avoided by waiver of the use or enjoyment of any common element or by abandonment of the unit for which the assessments are made.

Section 5. If the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors. Unpaid assessments for the remaining portion of the year for which an amended assessment is made shall be payable in as many equal installments as there are installment payment dates remaining in the budget year as of the date of the amended assessment. The budget shall not be amended for emergency or special nonrecurring expenses.

Section 6. Assessments and installments on them, if not paid within ten days after the date they become due, shall

bear interest at the rate of 18% per year until paid. All assessment payments shall be applied first to interest and then to the assessment payment due.

Section 7. The Association has a lien on each condominium unit for any unpaid assessments with interest and for reasonable attorneys' fees incurred by the Association incident to the collection of the assessment or enforcement of the lien. The lien is effective from and after recording a claim of lien in the public records in the county in which the condominium parcel is located. The claim of lien includes only those assessments that are due at the time the lien is recorded. The lien is subordinate to any mortgage on the condominium parcel recorded before it.

Section 8. The Association may bring an action to foreclose any lien for assessment in the manner that a mortgage of real property is foreclosed. It also may bring an action to recover a money judgment for the unpaid assessment without waiving any claim of lien. The Association shall give notice to the unit owner of its intention to foreclose its lien at least 30 days before the foreclosure action is filed. The notice shall be given by delivery of a copy of it to the unit owner or by certified mail, return receipt requested, addressed to the unit owner.

ARTICLE VII. - AUTHORITY OF DIRECTORS

Section 1. The Board of Directors is authorized to adopt or to amend rules and regulations, not inconsistent with the Declaration of Condominium and the Articles of Incorporation governing the manner and use of the units and appurtenances, the common elements, and all the facilities owned or controlled by the Association. The Board may, when appropriate, make reasonable delegation of its rule-making authority to officers and employees of the Association.

Section 2. In addition to the remedies provided in the Declaration of Condominium, the Articles of Incorporation or the Bylaws of the Association, the Board of Directors may assess and charge any offending member or members a sum not to exceed One Hundred Fifty Dollars (\$150.00) for each infraction of the rules or regulations. When such a fine is levied, it will constitute a lien against the unit owned or occupied by the violator unless paid within ten (10) days after receipt of written notice thereof. The lien provided for herein shall be inferior to the lien of any mortgage on the unit, whenever created.

ARTICLE VIII. - SEVERABILITY

If any paragraph, sentence, clause, or portion thereof of any provision of these Bylaws shall be held invalid, it shall not affect the validity of the remaining parts thereof.

ARTICLE IX. - AMENDMENT

Amendments to these Bylaws shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. A majority vote of the membership cast at a duly called meeting shall be necessary to amend the Bylaws.

ARTICLE X. - IMPROVEMENTS

No improvements to any unit, the common elements or the limited common elements shall be made without the prior written approval of the Board of Directors. The cost of the improvements and the obtaining of any governmental approval for the improvements shall be borne by the unit owner desiring to make the improvements.

The foregoing were adopted as the Bylaws of Virginia Heights Condominium Association, Inc., a Florida corporation not for profit, at the first meeting of the Board of Directors on the 8th day of April, 1983.

/s/ H. J. Dyer
Secretary

Approved:

/s/ W. S. Heindl, Jr.
President

RECORDED & RECORD VERIFIED

Thomas H. Locken
County Comptroller, Orange Co., Fla.