

THESE DOCUMENTS WERE RECORDED WITH THE PASCO COUNTY CLERK ON 4/04/2011 BY JACK WILSON, PRESIDENT AND FRAN SANFORD, SECRETARY, RCPT: 1360163

**BY-LAWS
OF THE
EMERALD POINTE PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is the Emerald Pointe Property Owners' Association, Inc. hereinafter referred to as the "Association". The principal office of the corporation shall be 39602 Amethyst Way, Zephyrhills, Florida 33540, or at such other place as is designated by the Board of Directors. Meetings of members and directors may be held in such places within Pasco County, Florida, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The definitions as set out in the Declaration of Covenants, Conditions, and Restrictions, and 720.301 of the Florida Statutes, of The Emerald Pointe RV Resort (Declaration) are hereby incorporated by reference. Emerald Pointe RV Resort is a deed restricted community and shall also be designated as a 55 and older community as designated in the Florida Statutes 760.29(4) henceforth from this date, February 11, 2006.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of members shall be held on the first Monday of March of each year at the hour of seven (7:00) o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be at the same hour on the first day following which is not a legal holiday. (FL. Stat. 720.3055)

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors, or upon written request of the members who are entitled to vote two-thirds (2/3) of all of the votes of the Association membership. (FL. Stat. 720.306 (3))

Section 3. Notice of Meetings. Written notice of each meeting of **Members** will be given by, or at the direction of, the secretary or other person authorized to call the meeting, by hand delivering, mailing, or electronically transmitting a copy of such notice at least 30 days before such meeting to each member entitled to vote thereat. Postal mailings will be addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of receiving notice. Such notice will specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

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Section 4. **Quorum required for regular business:**

(a) The presence at the meeting of members entitled to cast, or of limited or general proxies entitled to cast, **30 percent (92)** (*3-10) of the votes of the voting membership shall constitute a quorum for any action as provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Unless otherwise provided in these By-Laws, Articles of Incorporation or Declaration, decisions shall be made by the concurrence of at least a majority of the of the voting interest present, in person or by proxy, at a meeting at which a quorum is present. (Fl Stat.720.306 (1) (a))

Quorum (required for action to Articles of Incorporation, the Declaration, or these By-Laws: (*3-10)

(b)The presence at the meeting of members entitled to cast, or of limited or general proxies entitled to cast, two thirds (203) of the votes of the voting membership shall constitute a quorum for any action pertaining to the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Unless otherwise provided in the By-Laws, Articles of Incorporation or Declaration these By-Laws may be amended by the affirmative vote of two thirds 2/3 of the voting interest of the association, at a meeting at which a quorum is present. (FL Stat.720.306 (1) (b))

Section 5. Proxies. At all meetings of the members, each member may vote in person or by limited proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy, and filed with the secretary. Every proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Lot owner who executes it. Limited proxies may also be used for votes taken to amend the Articles of Incorporation, By-Laws, or Declarations or for any matter that requires or permit's a vote of the Lot owners. (FL Stat. 720.306 (8))

**ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who must be members of the Association.

Section 2. Term of Office. The term of office of all Directors is three years. At the first meeting following the adoption of these revised By-Laws, the members will elect two directors for one year, two directors for two years, and one director for three years. At each annual meeting thereafter, the members will elect the number of Board members as may be vacant.

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Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting at which time Directors are elected. (FL Stat. 720.303 (10) (a) is hereby incorporated by reference.

Section 4. Compensation. No director shall receive compensation for any services he or she may render to the Association. However, any director may be reimbursed for his or her actual vouchered expenses incurred in the performance of his or her duties (per EPPOA Reimbursement Plan approved by the Board of Directors meeting of February 2008) (*3-10). Any expenses over \$500.00 requires Board approval.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations. Nominations for election to the Board of Directors will be made by the search (*3-08) committee. Nominations may also be made from the floor at any annual meeting of members. The search (*3-08) committee will consist of three or more members of the Association. The committee will be selected from those members who volunteer or are appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting. The search (*3-08) committee will present all nominations collected, except for floor nominations, at each annual meeting. (FL. Stat. 720.306(9))

Section 2. Election. Election to the Board of Directors shall be by secret ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. (FL. Stat. 720.306(9))

Section 3. Use of Proxy. For election of members of the Board of Directors, Lot owners shall vote in person at a meeting of the property owners or by valid limited proxy that the Lot owner personally provided. (FL. Stat. (c) 8

ARTICLE VI MEETINGS OF BOARD OF DIRECTORS

Section 1. Board Meetings. Meetings of the Board of Directors shall be open to all Members. Regular meetings of the Board of Directors shall be held at such date, place, and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. (FL. Stat. 720.303 2 (a)).

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Section 2. Special Meetings. Special meetings of the Board of Directors will be held when called by the President or two members of the Board of Directors, after not less than three (3) days notice for each Director, except in the case of emergency.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Each act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the consent, in writing, setting forth the action so taken is signed by all members of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. (Lot Improvement Requests, Repairs (over \$500.00) or Situations which require immediate attention, etc.)

Section 5. Notice to Members. Meeting of the Board of Directors shall be open to all members. Members have the right to speak for at least 3 minutes on any matter placed on the agenda by petitioning the Board. Notice of meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance of any meeting, except in an emergency. Notice of any meeting in which special assessments against Lots are to be established shall specifically contain a statement that special assessments shall be considered and state the nature of such special assessments. An assessment may not be levied at a Board meeting unless a written notice of the meeting is provided to all members at least 14 days before the meeting, which notice includes a statement that assessments will be considered and nature of assessment. Written notices of meetings at which Special assessment will be considered or rules regarding the use of parcels in the community may be adopted, amended, or revoked must be mailed, delivered, or electronically transmitted to the Lot Owner/member and be posted in a conspicuous place. (FL Stat. 720.303 2(b); c(1)(2))

ARTICLE VII POWERS AND DUTIES OF THE ASSOCIATION

Section 1. Powers. The Association, by and through its Board of Directors, shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, use of property and restrictions, and the personal conduct of the members and their guests thereon, and to establish penalties for the infractions thereof. (FL Stat. 720.305 (2)).

(b) suspend the voting rights and right to use the recreational facilities of a member and their tenants during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations.

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(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

(d) employ independent contractors or such other employees as they deem necessary, for the general upkeep and maintenance of the grounds and buildings, and prescribe their duties.

Section 2. Duties. It shall be the duty of the Association, by and through its Board of Directors, to:

(a) cause to be kept a record of all its acts and corporate affairs and to present a Financial (*3-08) statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by two-thirds (2/3) of the membership who are entitled to vote, at least thirty (30) days prior to the annual meeting or special meeting.

(b) supervise all officers, agents and employees of the Association, and to see (*3-08) that their duties are properly performed;

(c) as more fully provided for in the Declaration or consistent, or applicable with the Florida Statutes.

(1) fix the amount of the annual assessment against each Lot at least ten (10) days in advance of each annual assessment period; and

(2) send, or hand deliver, written notice of each assessment to every Lot owner subject thereto at least seven (7) days in advance of each annual assessment period; and

(3) foreclose the lien against any Lot to which assessments are not paid within ninety (90) days after the due date or to bring an action at law against the Lot owner personally obligated to pay the same.

(d) issue, or cause an appropriate officer to issue, upon demand by any Lot owner, a certificate setting forth whether or not any assessment has been paid. A charge, not exceeding \$5.00, may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association. Cause all officers or employees having fiscal responsibilities to be insured or bonded as it may deem appropriate;

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(f) cause the Common Areas to be maintained;

(g) establish prior to the beginning of the fiscal year and prior to setting the assessments for the coming year, an annual budget for the Association, including maintenance of common areas, and after the second year, maintain a reserve account for replacement of those parts of the common elements which have a limited useful span.

Section 3. Official records. The Association shall maintain each of the following items, when applicable, which constitute the official records of the Association:

(a) Copies of any plans, specifications, permits, and warranties related to improvements constructed on the Common Areas or other property that the Association is obligated to maintain, repair, or replace:

(b) A copy of the Articles of Incorporation, By-Laws, Declarations of the Association and each amendment to these Governing Documents;

(c) A copy of the current rules of the Association;

(d) Minutes of all meetings of the Board of Directors and of the members, which minutes must be retained for at least 7 years;

(e) Current roster of all members and their mailing addresses and parcel identifications. The Association shall also maintain the electronic mailing addresses and consent of members to receive notice by electronic transmission. The Association is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic Transmission of notices;

(f) All Association's insurance policies or copy thereof, which policies must be retained for at least 7 years;

(g) Current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility. Bids received by the association for work to be performed must also be considered official records and must be kept for a period of 1 year;

(h) The financial and accounting records of the Association. All financial and accounting records must be maintained for a period of at least 7 years. The financial and accounting records will be audited by an external auditor or internal auditing committee every *other year or upon change of the Treasurer. (*3-11)*. The financial and accounting records must include (FL Stat. 720.303(7))

(1). Accurate, itemized, and detailed report disclosing the amount of receipts by accounts and receipt classifications and the amount of expenses by accounts and expenses classifications..

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- (2). A current account and periodic statement for each member, designating name and address of each member obligated to pay assessments, the due date and amount of each assessment, and the date and amount of each payment on the account, and the balance due.
- (3). All tax returns, financial statements, and financial reports of the Association; including audited financial statements every years. (*3-08)
- (4). All written records of the Association not specifically included in the foregoing which are related to the operation of the Association.

Section 4: Inspection and copying of Records. The official records shall be maintained within the State and must be open to inspection and available for photo copying by members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access. If the Association has a photocopy machine available where the records are maintained, it must provide Lot Owners with copies on request during the inspection if the entire request is limited to no more than 25 pages.

(a) A member who is denied access to official records is entitled to the actual damages or minimal damages for the Association's willful failure to comply with this subsection. The minimum damages are to be \$50.00 per calendar day up to 10 days, the calculation to begin on the 11th business day after the receipt of the written request.

(b) The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected and manner of inspections, but may not impose a requirement that a Lot Owner demonstrate any proper purpose for the inspection, state any reason for the inspection, or limit a Lot Owner's right to inspect records to less than one 8 hour business day per month. The Association may impose fees to cover the costs of providing copies of the official records, including, without limitation, the costs of copying. The Association may charge up to 50 cents per page for copies made on the Association's photocopier. If the Association does not have a photo copy machine available where records are kept, or if copies exceed 25 pages in length, the Association may have copies made by an outside vender and charge the actual cost of copying.

(c) The Association shall maintain an adequate number of copies of the recorded governing documents, to insure their availability to members and prospective buyers.

(d) Records not assessable to members or Lot Owners.

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- (1) Any records protected by lawyer-client privilege s. 90.502
- (2) Information in connection with approval, lease, sale, or other transfer of a parcel.
- (3) Disciplinary, health, insurance, and personnel records of the Associations employees.
- (4) Medical records of Lot Owners or community residents.

**ARTICLE VIII
POWERS AND DUTIES of the BOARD of DIRECTORS**

Section 1. Enumeration of Officers. The Directors of this Association shall be at least five (5) and no less than three (3) members as elected at the annual meeting.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers and committees of this Association shall be appointed (*3-10) annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or be removed, or otherwise is disqualified to serve.

Section 4. Special Appointments. The Board may appoint other officers or committees as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. These appointed officers and committees may make recommendations to the Board of Directors. These appointed officers and committee members have no voting rights.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. FL. Statute 720.303 (10)

(6)

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve until the next annual meeting.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 8. Duties. The duties of the officers are designated in the standing rules.

(8)

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ARTICLE IX ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association all assessments as listed in the Declaration, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date a reasonable enacted late fee may be applied. The Association may bring an action at law against the Lot owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessments. No Lot Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his or her Lot. FL. Stat. 720.308

ARTICLE X DISPUTE RESOLUTIONS

Section 1. Each member and the member's tenants, guests, and invitees, and each Association, along with its Board of Directors are governed by, and must comply with, the Florida Statutes, the Governing Documents of the Association, and the Rules and Regulations of the Association.

- (a) The Association, members, or any Director or Officer of the Association who will fully and knowingly fails to comply with these provisions may result in a fine and/or suspension of common-area-use rights.
- (b) After 14 days following written notification of a violation and an opportunity for a hearing before a committee of at least three members appointed by the Board, who are not officers, directors, relatives of officers or directors, or employees, a fine and suspension may be invoked if approved by the Hearing Committee.
- (c) A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing. FL. Statutes 720.305 (2)

Section 2. Disputes between an Association and a Lot Owner regarding use of parcel, or common area and other covenant enforcement disputes, disputes regarding amendments to the Association documents, meetings of the Board and Committees appointed by the Board, membership meetings, not including election meetings, and access to official records of the Association shall be filed with the Department of Business and Professional Regulation for mediation. FL Statutes 720.311 (1),(2) (a,b)

- (a) All recall and election disputes between a Lot Owner and the Association shall be arbitrated by the Department of Business and Professional Regulations

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**ARTICLE XI
CORPORATE SEAL**

The Association shall have a seal in circular for having within its circumference the words; “The Emerald Pointe Property Owner’s Association, Inc. and within the center the word “Florida”

**ARTICLE XII
AMENDMENT**

Section 1. Unless otherwise noted in the governing documents or required by law, any governing document of this association may be amended, at a regular or special meeting of the members, by the affirmative vote of two third (2/3) (203) of the voting interests of the Association. FL Stat. 720.306 1 (b). (*3-10)

Section 2. In the 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. In case of any conflict between the Florida Statutes and these By-Laws or the Declarations the Florida Statutes shall control.

(*3-10) Annual Meeting March 1, 2010

Emerald Pointe Property Owners Association
39602 Amethyst Way, Zephyrhills, Fl 33540
By-Law Amendments made by Vote Annual Meeting March 7, 2011
All changes or additions are underlined

Article VII
Powers and Duties of the Association

Section 3(h)

The financial and accounting records of the Association. All financial and accounting records must be maintained for a period of 7 years per Florida Statutes. The financial and accounting records will be audited by an external auditor or internal audit committee every other year or upon change of the Treasurer.

In Witness whereof, Emerald Pointe RV Resort Property Owners Association has caused this certificate to be executed in its name on March 7, 2011 at the Annual Meeting of its members.

By Jack Wilson, President _____ Attest: Fran Sanford, Secretary _____

Signed, sealed and delivered in the presence of:

(Signature)

(Printed Name)

(Signature)

(Printed Name)

**The Emerald Pointe Property
Owners' Association, Inc.**

**Jack Wilson
Its President**

State of Florida

On this _____ of April, 2011 before me personally appeared Jack Wilson, as President Of The Emerald Pointe Property Owners Association, Inc. a Florida Corporation, who executed the Foregoing instrument and _____

Notary Public

History: (*3-08) Annual Meeting March 3, 2008; (*3-10) Annual Meeting March 1, 2010; (*3-11) Annual Meeting March 7, 2011