

ARTICLE 1

SECTION I NAME

The name of this association shall be COUNTRY VILLAS OF SAFETY HARBOR HOMEOWNERS ASSOCIATION, INC.

SECTION II

This association shall be located in Country Villas subdivision number 18639 and County Villas Phase II subdivision number 18652, Section 21, Township 28, Range 16, Pinellas County, Florida, City of Safety Harbor.

ARTICLE II

SECTION I OBJECT

The principal object, general nature and purpose of this association shall be to administer, assist, protect and promote the interests of those property owners constituting and living with the described geographical location, and to cooperate with surrounding areas on matters of mutual interest: to evaluate actions contemplated by governmental body that would affect property located within said subdivisions, taking such action as the association may determine necessary or desirable.

SECTION II

COUNTRY VILLAS OF SAFETY HARBOR HOMEOWNERS ASSOCIATION, INC. shall be non-sectarian, non-partisan, non-political, and non-profit.

ARTICLE III

SECTION I

COUNTRY VILLAS OF SAFETY HARBOR HOMEOWNERS ASSOCIATION, INC. shall be instrument of legal means on behalf of the members only.

SECTION II

The officers of the association shall evaluate all complaints presented by an association member in good standing. The request to the Board shall be in the form of a written request. The Board shall investigate, take pictures if necessary, and speak personally to the individuals involved. All efforts should be made to peacefully resolve the concern prior to formal action by the Board. The recommendation for action shall be based on the benefit to Country Villas of Safety Harbor Homeowners Association, Inc. without prejudice to any individual. Following the evaluation and pursuant to board recommendation and informal action, the association shall undertake formal action on a complaint only after approval of 75% of the voting association.

ARTICLE IV

SECTION I MEMBERSHIP

Any owner of one or more parcels of the residential property in the subdivisions known as Country Villas of Safety Harbor and within the geographical location defined in Article I, shall, by virtue of such ownership, be eligible for full membership in the homeowners association.

The lessees of rental properties shall be eligible for associate membership without voting privileges.

SECTION II GOOD STANDING

A member shall remain in good standing and shall be entitled to all privileges of membership so long as such member shall have paid dues as provided by these By-Laws and abides by the BY-Laws.

SECTION III VOTING

Each member home site in good standing shall be entitled to two (2) votes. Corporations, general partnerships, trustees or other suitable entities shall have no more than two (2) votes regardless of the number of home sites owned. Attendance at a regular or special meeting is required to exercise their vote; the exception shall be absentee ballots which will be accepted prior to the scheduled meeting. It will be the owner's responsibility to obtain a ballot from the Board prior to the scheduled meeting and return the ballot to the Board prior to the meeting. There shall be no proxy votes.

SECTION IV

It is the responsibility of absentee property owners to provide the tenants with a copy of the By-Laws and deed restrictions.

SECTION V TERMINATION OF MEMBERSHIP

Membership shall terminate for non-payment of dues.

Membership shall automatically terminate upon transfer of ownership or termination of lease of property in the geographical boundaries of the association.

ARTICLE V

SECTION I ANNUAL MEETING

The annual meeting of membership of this association will be held in January of each calendar year. Notice of the annual meeting shall be set for the place, date, time and general purposes of the meeting and the actions to be taken at the meeting. Notice shall be sent to the members at least fifteen (15) days prior to the meeting. In the event of an unforeseen circumstance the Board can fix another date, but in no event shall it be later than February 15 of the same calendar year.

SECTION II

Other meetings of the membership of the association shall be held in April and October of each calendar year. The Board of Directors may call such special meetings as it deems necessary.

ARTICLE VI

SECTION I AFFAIRS OF THE ASSOCIATION

The affairs of the association shall be administered, governed and controlled by the duly elected Board of Directors.

SECTION II NUMBER OF DIRECTORS

The Board of Directors shall consist of the officers of the association and five (5) elected Directors.

SECTION III ELECTION

The Board of Directors shall be elected from the members in good standing of the association at the annual meeting, provided, however, that if the annual meeting is not held as herein provided, all members of the Board of Directors shall hold their offices until their successors are elected. Directors shall take office immediately upon the conclusion of the meeting at which they are elected.

SECTION IV STAGGERED TERMS

Beginning with the first election of Directors following the adoption of these By-Laws, Directors' terms shall be staggered in order to provide continuity on the Board of Directors. At the first annual election following the adoption of these By-Laws, three (3) Directors shall be elected for a one (1) year term and two (2) Directors shall be elected for a two (2) year term. Thereafter All Directors shall be elected for two (2) year terms.

SECTION V REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held monthly. The Secretary shall notify the officers and Directors prior to the time and place of the meeting.

SECTION VI SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the President or any three (3) members of the Board. At least three (3) days notice, in writing, must be given to all Directors of any special meeting, which notice shall define the specific business to be transacted at such special meeting. Only the business set forth in the notice may be transacted at such special meeting. Upon unanimous consent of the Directors, the Board of Directors may hold a special meeting at any time.

SECTION VII QUORUM

A quorum shall be five (5) members of the Board of Directors. The transaction of business at any meeting of the Board of Directors shall require a quorum of the Board. In the absence of a quorum, a majority of those present at any meeting shall have the power to adjourn the meeting to a future time.

SECTION VIII VACANCIES

Vacancies on the Board of Directors shall be filled by a majority vote of the members of the homeowners association at any regular or special meeting called by the President. Vacancies shall be filled within 60 days.

ARTICLE VII

SECTION I OFFICERS

The officers of this association shall be President, Vice President, Treasurer and Secretary. Officers shall be elected at the annual meeting and shall take office immediately upon conclusion of the meeting at which they are elected.

SECTION II PRESIDENT

The President of the association shall be elected from the Board of Directors. The President shall be Chairman of the Board, and an ex officio member of all committees. The term of office shall be two (2) years or until his successor has been duly qualified and elected. The President may be elected to two (2) successive terms in office. The President shall preside at all meetings of the Board of Directors and of the association, and have general supervision over the affairs of the association, shall sign all written contracts of the association and shall perform all such other duties as are incident to his office

In the event of a tie vote on any matter pending before the Executive Board or general membership, the President will cast the deciding vote.

Act as "Liaison Officer" with the City of Safety Harbor in all matters of interest to Country Villas of Safety Harbor Homeowners Association, Inc. and/or Country Villas Subdivision and its residents.

SECTION III VICE PRESIDENT

The Vice President shall be elected from the general membership in good standing and hold office as provided in these By-Laws. The Vice President's term shall be staggered in order to provide continuity on the Board of Directors. At the first annual elections following the adoption of these By-Laws, the Vice President's term shall be for one (1) year. All subsequent election will be for a term of two (2) years. In case of absence or disability of the President, the Vice President shall perform the duties of the President.

SECTION IV TREASURER

The Treasurer shall be elected from the general membership in good standing and hold office as provided in these By-Laws. The Treasurer shall collect all dues and have custody of such monies and securities of the association as the Board of Directors may from time to time direct. The Treasurer shall keep regular books of account, shall submit them, together with all vouchers, receipts, records and other papers to the Board of Directors for their examination and approval as often as they may require; and shall perform all such duties as are incident of the office of Treasurer. All checks, drafts, warrants and orders for payment by the association shall be made in the name of the association, and shall be signed by the Treasurer and either the President or Vice President. The Treasurer shall be elected for a one (1) year term.

SECTION V SECRETARY

The Secretary shall be elected from general membership in good standing and hold office as provided in these By-Laws. The Secretary shall issue notice of all meetings of the Board of Directors and of the association, shall attend and keep minutes of the same and have charge of all association books, papers and records, except those books that pertain to the office of Treasurer. The Secretary shall be custodian of the corporate seal and attest with the Treasurer's signature and impress with the seal all written contracts of the association. The Secretary shall be elected for a one (1) year term.

ARTICLE VIII

SECTION I NOMINATIONS COMMITTEE

At the regular meeting of the Board of Directors held in October of each year, the President shall appoint a Nominating Committee. The committee shall be composed of three(3) members of the Board of Directors, at least two (2) of whom are not eligible for reelection or who have indicated they will not seek reelection or who carry over in office and two (2) members of the association who are not members of the Board of Directors.

SECTION II SLATE OF OFFICERS AND DIRECTORS

The Nominating Committee shall select a slate of Officers and Directors, one (1) candidate for each eligible office and eligible Director seat, and shall present the slate to the Board of Directors at the regular meeting of the Board of Directors in November of each year.

SECTION III REPORT TO THE ASSOCIATION

The Secretary shall, by mail, report the nominations to the members of the association thirty (30) days prior to the meeting at which the election shall take place.

SECTION IV OTHER NOMINATIONS

Members of the association may nominate additional nominees for director or officer. Such nominations shall be by petition, in writing, containing the signatures of five (5) members of the association and also containing the signature of the nominee agreeing to serve if elected. Such nominations must be received by the Secretary of the association at least forty-five (45) days prior to the meeting at which the election shall take place. There shall be no nominations at the election meeting.

SECTION V OTHER COMMITTEES

Additional committees shall be formed at the discretion of the Board.

ARTICLE IX

SECTION I VACANCY

If a vacancy occurs in an office or elected Board member, such vacancy shall be filled by a majority vote of members at a regular or special meeting called by the President.

SECTION II EXPULSION

Officers or elected members of the Board of Directors may be removed by vote of two-thirds (2/3) of the Board of Directors for non-attendance at three (3) consecutive regular meetings of the Board of Directors.

ARTICLE X

SECTION I SEAL

The seal of the association shall be a circular impression containing in the center the words "Seal 1988" and around the circumference the words "COUNTRY VILLAS OF SAFETY HARBOR HOMEOWNERS ASSOCIATION, INC." and the seal of the association shall be affixed by the Secretary to all contracts and instruments in writing, wherever the seal is required.

ARTICLE XI

SECTION I FINANCES

The finances of the association shall be governed and controlled by the Board of Directors.

SECTION II BUDGET

The Board of Directors shall prepare a proposed budget including proposed annual dues per property. The Budget shall be mailed to all property owners at their last known address at least ten (10) days before the October membership meeting. All members of the association, in good standing, attending the October membership meeting shall be heard with respect to any item(s) contained in the proposed budget. The Board of Directors shall consider and adopt a budget for the association at a regular or special Board meeting prior to the beginning of each fiscal year.

The fiscal Year of the association shall be from January 1 to December 31.

SECTION III PAYMENT OF DUE AND GOOD STANDING

Dues of \$24.00 per year shall be assessed to each household, corporations, general partnerships, trustees, or other multiple entities. No Dues shall be refundable. No member of the association shall be in good standing if their dues are not paid in full prior to February 1 of each year. Additional assessments shall be made only by approval of two third (2/3) of the general membership.

SECTION IV DEPOSITORY

The Depository of this association shall be such financial institution(s) in Pinellas County, Florida, as may from time to time be designated by the Board of Directors.

ARTICLE XII

SECTION I ORDER OF BUSINESS

The order of business for all meetings of the Board and the association shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE XIII

SECTION I ADMENDMENTS

Amendments to these By-Laws of COUNTRY VILLAS OF SAFETY HARBOR HOMEOWNERS ASSOCIATION, INC. may be made by a majority vote of the members in good standing present at any regular or special meeting of the association. Written notice stating the proposed amendment shall be mailed to property owners at their last known address at least ten (10) days prior to the date of the meeting at which the proposed amendment is to be act upon.

Approved by a majority vote of the membership at a regularly scheduled annual meeting on July 28, 1988