



**AMENDED AND RESTATED BYLAWS
OF BIARRITZ VILLAGE ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is BIARRITZ VILLAGE ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be designated by the Board of Directors and meetings of Members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to BIARRITZ VILLAGE ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in that certain "DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS", recorded at Official Record Book 5710, page 1143, Public Records of Hillsborough County, Florida, as amended and restated from time to time (hereinafter referred to as the "Declaration"), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property (including improvements thereon) now or hereafter owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any one of the following described lots: Lots 1 through 38, inclusive, Block 1; Lots 1 through 37, inclusive, Block 2; and Lots 1 through 17, inclusive, Block 3, all in BIARRITZ VILLAGE, according to the Plat thereof on file and of record in the County of Hillsborough, State of Florida. Notwithstanding the foregoing, Lot 1,

Block 2, BIARRITZ VILLAGE, and Parcel "B", BIARRITZ VILLAGE, shall, for purposes of these By-Laws, be deemed to constitute one Lot together (and shall be held by the same Owner).

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in its Articles of Incorporation and the "Declaration".

Section 7. "ALRC" shall mean and refer to the Architectural Landscape Review Committee.

Section 8. All other terms as defined in the Declaration shall have the same meaning when used herein.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meetings. An annual meeting of the Members shall be held in the fourth (4th) quarter of the calendar year on a date to be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of 10 Owners.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notice of all membership meetings shall be given at least fifteen (15) days in advance to each Member, either by mailing or delivering a copy of such notice, addressed to the Member's address last appearing on the books of the Association.

Section 4. Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws, the percentage of voting interests required to constitute a quorum at a meeting of the Members shall be twenty-five percent (25%) of the total voting interest of voting Members who are eligible to vote and who are present in person or by proxy. If, however, such quorum shall not be present or represented at any meeting, the Board of Directors 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 represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable prior to the vote for which the proxy was given.

Section 6. Majority Vote. The acts approved by a majority of the votes cast, either in person or by proxy, at a meeting at which a quorum is established shall constitute the acts of the Members, except when approval by a greater or different voting majority is required by the Declaration, the Articles of Incorporation or these Bylaws.

Section 7. Voting Members. If a Lot is owned by one (1) person, his right to vote shall be established by the record title to the Lot. If a Lot is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote of the corporation therefor shall be designated in a certificate for this purpose signed by the president or a vice-president, and filed with the Secretary of the Association. Except as hereafter provided with regard to a Lot owned jointly by a husband and wife, if a Lot is owned by more than one (1) person, the person entitled to cast the vote therefor shall be designated in a certificate pursuant to this Section, and the person who is entitled to cast the votes for a Lot, as well as any sole Owner of a Lot, shall be known as the "voting member". Such certificates shall be valid until revoked or until superseded by a

subsequent certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly by husband and wife, the following four provisions are applicable thereto:

- (a) They may, but they shall not be required to, designate a voting member.
- (b) If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.
- (c) If they do not designate a voting member, and only one is present at a meeting, the person present may cast the vote, just as though he or she owned the Lot individually and without establishing the concurrence of the absent person.
- (d) If either or both are present at a meeting, the Lot shall be counted as present for the purpose of determining a quorum.

Section 8. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of Members by a writing signed either before, at or after such meeting. Attendance by an owner or his designated voting member at a meeting shall also constitute a waiver of notice of the time, place and purpose of the meeting.

Section 9. Determination of Membership. For the purpose of determining the person entitled to notice under any provision of these Bylaws, the Articles of Incorporation, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of a date set by the Board of Directors, which date shall not be more than sixty (60) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the sixtieth (60th) consecutive calendar day prior to the date of such notice of such meeting.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number and Term of Office. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) directors, who are Members of the Association. No more than one (1) Owner of a lot may serve on the Board at any given time. At the first annual meeting, the Members shall elect the directors for a term of one (1) year, and at each annual meeting thereafter, the Members shall elect the directors for a term of one (1) year. A director shall continue in office until his successor shall be elected and qualified unless he sooner dies, resigns, or is removed, or is otherwise disqualified to serve.

Section 2. 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 of Directors, even though the Board may have less than a quorum, and such successor shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a Member of the Board of Directors, and one (1) or more other persons. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the Members.

Section 2. Election. Election to the Board of Directors shall be by secret written 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 is not permitted.

ARTICLE VI
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each director.

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

Section 4. Waiver of Notice. Notwithstanding any provision of these Bylaws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meeting. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE VII **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and rights to use of the Common Areas, including all recreational facilities, if any, of a Member during the 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;
- (c) Exercise for the Association all powers, duties, rights and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, and
- (f) Authorize the execution of any easement as provided in Article IV of the Articles of Incorporation or other assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where Member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation, or these Bylaws.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all the acts and corporate affairs and to present a 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 one-fourth (1/4) of the Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - Fix the amount of the annual assessments against each Lot, at least thirty (30) days in advance or each annual assessment period;
 - (1) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and
 - (2) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states as 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;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

- (g) Cause the common Area, other land and improvements, for which the Association is obligated for maintenance by the Declaration, to be maintained; and
- (h) Perform such other functions and duties as may be provided by the Declaration or the Articles of Incorporation and provided by the Declaration or the Articles of Incorporation and not expressly reserved to the Members.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

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 of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers 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.

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 by 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 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The office of the Secretary and Treasurer may be held simultaneously by the same person. The office of the President and Vice President may not be held by any person who also holds another position as an officer of the Association.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.
- (b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Section 9. Duties fulfilled by Manager. The Secretary and Treasurer may either or both be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manager is employed, the manager may have custody of such books of the Association as the Board of Directors determines necessary or appropriate.

ARTICLE IX **COMMITTEES**

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X **BOOKS AND RECORDS**

The books, records and papers of the Association shall at times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at a location designated by the Board of Directors within 45 miles of Biarritz Village, where copies may be purchased at reasonable cost. Upon a vote by the Board of Directors, an independent audit of the books may be conducted. The Association shall prepare, or cause to be prepared, an independent audit of the Association's financial records at a minimum of every three years. In a year that an audit is not performed, the Association shall prepare, or cause to be prepared, a complete set of financial statements in accordance with general accepted accounting principles as adopted by the Board of Accountancy. The financial statements shall be prepared in accordance with the requirements of Chapter 720, Florida Statutes, as may be amended from time to time. An audit may be conducted more frequently than every three years if deemed necessary by a majority vote of the Board of Directors.

ARTICLE XI **ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments 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 thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate allowed by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII **MAINTENANCE, ALTERATIONS AND IMPROVEMENTS**

In addition to the other covenants and restrictions herein contained and contained within the Declaration, responsibility for maintenance of Lots owned, Common Areas, and restrictions upon alterations and improvements on same, shall be as follows:

Section 1. By Lot Owner

- (a) Responsibility of the Lot Owner shall be as follows: To keep and maintain his or her Lot and its improvements in good order, condition and repair, and to perform promptly all maintenance and repair work within the Lot, which, if omitted, would affect the Lot in its entirety, being expressly responsible for the damages and liabilities which his or her failure to do so may engender. Notwithstanding anything in the Declaration or herein to the contrary, the Owner of each Lot shall be liable and responsible for the maintenance, repair and replacement, as the case may be, of all improvements which may now hereafter be situated on his or her Lot.
- (b) Alterations and Improvements. It is acknowledged that the Association owns and holds an easement for drainage purposes, over and across certain portions of the property which is the subject of the Declaration; said easements being more particularly described and set forth in Exhibit "B" attached hereto (hereinafter referred to as "Drainage Easements"). Neither a Lot Owner nor the Association shall make any alteration in the Drainage Easements, nor shall any Lot Owner remove any portion of such, make any additions thereto, or do anything that would jeopardize or impair the safety, soundness or effectiveness of the drainage plan, a copy of same being attached hereto and

marked Exhibit "C", specifically but not limited to installation or placement of any structure or landscaping or other material that would in any way damage or interfere with or change the direction of the flow of drainage channels in the easements. The easement area of each Lot and all improvements in it shall be maintained continuously by the Owner of the Lot, except for those improvements for which a public authority or utility company has accepted responsibility.

- (c) Houses and other previously painted improvements on Lots shall be periodically painted when there is chipping, peeling, discoloration or mold. Houses and other previously painted improvements on Lots shall be painted using only colors approved by the ALRC. No house may be painted the same color scheme as the house on either side.
- (d) Roofs must be replaced using tile similar to the existing roof and must be approved by the ARLC.

Section 2. By the Association. In the event a Lot Owner shall fail to maintain the drainage easement area contained within his or her Lot, it shall be the responsibility and duty of the Association to undertake such repair or maintenance at the expense of the Owner so as to insure an uninterrupted flow within the drainage channels.

Section 3. Rental Properties. The Board of Directors may enact rules and regulations addressing the rental of Lots and the approval or rejection of leases.

ARTICLE XIII **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words:

BIARRITZ VILLAGE ASSOCIATION, INC.
FLORIDA
"NOT FOR PROFIT"
1992

The Association may use the before described Seal, a common seal, or any facsimile thereof.

ARTICLE XIV
AMENDMENTS

Section 1. These Bylaws may be altered, amended or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the Members, by the majority vote of voting members who are eligible to vote and who are present in person or by proxy at any regular or special meeting of the Membership.

Notwithstanding anything herein to the contrary, no amendment to the By-Laws shall be valid which makes any material changes to these By-Laws without the prior written approval of the First Mortgagees of the Lots representing at least fifty-one percent (51%) of the votes of the Association. For purpose of this Article, a "material change" to these By-Laws shall be deemed any change concerning:

- (a) Voting rights;
- (b) Assessments; assessments liens, or subordination or assessments liens;
- (c) Responsibility for maintenance and repairs.
- (d) Insurance or fidelity bonds;
- (e) Imposition of any restrictions on an Owner's right to sell or transfer his or her Lot, or
- (f) Any provisions which expressly benefit First Mortgagees.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

The original Bylaws of BIARRITZ VILLAGE ASSOCIATION, INC. were adopted at the first meeting of the Board of Directors on the 24th day of October, 1992 and have been amended from time to time.