

BY-LAWS

OF

NATURE'S HIDEAWAY PHASE IA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Corporation is Nature's Hideaway Phase IA Homeowners Association, Inc., hereinafter referred to as "Association". The initial registered office of the Association shall be located at 5200 Central Avenue, St. Petersburg, Florida, but meetings of members and directors may be held at such places within the State of Florida, as hereinafter provided.

ARTICLE II

DEFINITIONS

The terms as used herein shall have the same meanings as set forth in the Declaration of Restrictions, Limitations, Conditions and Agreements of Nature's Hideaway Phase IA, hereinafter referred to as the "Declaration".

ARTICLE III

MEETING OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association or not later than thirty (30) days after fifty-one percent (51%) of the Lots have been sold, whichever occurs first. Subsequent regular annual meetings of the Members shall be held on the second Wednesday of June of each year thereafter at the time and place in Pasco County, Florida, as established by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 issued pursuant to a vote of one-fourth (1/4) of all the voters appurtenant to each class of Lots.

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 by mailing a copy of such notice, postage prepaid, at least fourteen (14) but not more than thirty (30) days before such meeting to each Member entitled to vote thereat 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 notice. 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. If the matter of a special assessment or a vote on a matter specified in the Declaration is to be taken up at a regular meeting, the notice shall give the particulars of said proposed matter.

SECTION 4. Quorum. The presence at the meeting of Members entitled to cast or of proxies entitled to cast sixty

a vote

percent (60%) of the votes appurtenant to each class of Lots shall constitute a quorum for any action except as otherwise 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.

SECTION 5. Proxies. At all meetings of Members the vote appurtenant to each Lot may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. All proxies and written designations of the voter's representative, as required by the Declaration, shall be filed with the Secretary at least two (2) days prior to a regular or special meeting.

ARTICLE IV

DIRECTORS

SECTION 1. Qualification. The Directors shall be elected from among the record owners of Nature's Hideaway Phase IA, except the initial Board of Directors as designated in the Articles of Incorporation can be other than record owners.

SECTION 2. Number and Term. The number of Directors who shall constitute the whole Board of Directors shall be three (3) and shall be elected in accordance with Section 1 of this Article. There shall be three classes of Directors, to be known as Class 1, Class 2 and Class 3, respectively, with one Director in each class. The name and post office address of each of the initial Directors and the class to which he belongs are as follows:

<u>NAME</u>	<u>CLASS</u>	<u>ADDRESS</u>
Joseph Masri	1	5191 Seven Springs Boulevard New Port Richey, FL 33552
Steve R. Gordon	2	5191 Seven Springs Boulevard New Port Richey, FL 33552
Daniel Masri	3	5191 Seven Springs Boulevard New Port Richey, FL 33552

The term of office of Class 1 Director named above shall expire at the first annual meeting, the term of office of Class 2 Director shall expire at the second annual meeting and the term of office of Class 3 Director shall expire at the third annual meeting. Upon expiration of the terms of office of the Directors as classified above, their successors shall be elected for the term of three years each, so that one-third (1/3) of the number of Directors of the Corporation shall be elected annually. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

SECTION 3. Vacancy and Replacement. If the office of any Director (or Directors) becomes vacant by reason of death, resignation, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, at a Special Meeting of Directors duly called for this purpose shall choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

SECTION 4. Removal. Any Director may be removed from the Board with or without cause by a vote of a majority of votes

3 yrs staggered

entitled to be cast as provided in Article IV, Section Two, of the Declaration at a regular or special meeting of the membership.

ARTICLE V

MEETING OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board, except as hereinafter provided. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. During the first year of the Association's existence, the Board shall not have regular meetings, but shall have only special meetings.

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 directors after not less than three (3) days' notice to each director.

SECTION 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every 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.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall have power, including but not limited to:

(a) adopt and publish rules and regulations governing the use of the Common Area and/or Common Facilities and the personal conduct of the Members thereon and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Common Facilities of a Member 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 thirty (30) days for infraction of published rules and regulations;

(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) 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, unless excused by the President;

(e) enter into a Management Contract to provide maintenance and service to the Common Area and Common Facilities;

(f) establish, levy and assess and collect assessments or charges referred to in Article V of the Declaration;

(g) call special meetings when the provisions of Article III, Section 2, herein are complied with; and

90 days

(h) retain services of an attorney and a certified public accountant.

SECTION 2. Duties. It shall be the duty of the Board of Directors, including but not limited to:

(a) cause to be kept a complete record of all its 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 issued pursuant to a vote of one-fourth (1/4) of all the votes appurtenant to each class of Lots;

(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 Article VI of the Declaration, to:

(1) fix the amount of the annual assessment against each Lot as set out in Article V of the Declaration;

(2) send written notice of each assessment to every Owner subject thereto at least ten (10) days in advance of each annual assessment period; and

(3) 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 to 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 of 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 real and personal 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 and Common Facilities to be maintained.

ARTICLE VII

OFFICERS

SECTION 1. Executive Officers. The executive officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected annually by the Board and all of whom shall be Members of the Association. As provided in this Article and the Articles of Incorporation, the offices of Secretary and Treasurer may be united in one (1) person.

SECTION 2. Election. The Board of Directors at its first meeting after each annual Members' meeting shall elect a President, a Vice President, a Secretary and a Treasurer.

SECTION 3. Term. The officers of the Association shall hold office until their successors are chosen and qualify in

their stead. Any officer elected by the Board of Directors may be removed for cause at any time by the affirmative vote of a majority of the whole Board of Directors.

SECTION 4. The President.

1. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Members and Directors, shall be ex officio member of all standing committees, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect.

2. The President shall execute bonds, mortgages, and other contracts requiring a seal under the seal by the Association, except where the same is required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Association.

SECTION 5. The Vice President. The Vice President shall in the absence of the President assume the power and responsibility of the President.

SECTION 6. The Secretary. The Secretary shall issue notices of all Board of Directors' meetings and all meetings of the Owners, shall attend and keep the minutes of the same, shall have charge of all of the Association's books, records and papers, except those kept by the Treasurer, and shall have custody of the seal of the Association.

SECTION 7. The Treasurer. The Treasurer shall have the following duties:

(a) Keep custody of the Association funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors. The books shall reflect and account for each Lot in the manner required by the Declaration.

(b) Disburse the funds of the Association as may be ordered by the Board or the Members in accordance with these By-laws, making proper vouchers for such disbursements, and render to the President and Board of Directors at the regular meeting of the Board, or whenever so requested, an account of all of his transactions as Treasurer and of the financial condition of the Association.

(c) Collect the assessments and promptly report the status of collections and of all delinquencies to the Board.

(d) Perform all other duties incident to the office of Treasurer.

SECTION 8. Vacancies. If the office of any Director or of the President, Vice President, Secretary, Treasurer or one or more becomes vacant by reason of death, disqualification or otherwise, the remaining Directors by a majority vote of the Directors of the whole Board provided for in these By-laws may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE VIII

MEMBERSHIP

SECTION 1. Transfers. Transfers of membership shall be made on the books of the Association, and notice of acceptance of such transferee as a Member of the Association shall be given in writing to such transferee by the President and Secretary of the Association. The transferor, in such instance, shall automatically cease to be a Member of the Association. Membership in the Association may be transferred only as an incident to the transfer of the transferor's Lot and his undivided interest in the Common Areas, and such transfers shall be subject to the procedures set forth in the Declaration.

SECTION 2. Voting Rights. The voting rights of the membership shall be appurtenant to the ownership of the Lot. There shall be two classes of Lots with respect to voting rights:

1. CLASS A. Class A Lots shall be all Lots, except Class B Lots as the same are hereinafter defined. The voting rights appurtenant to the Class A Lots shall be one (1) vote per Lot.

Whenever two or more persons hold an interest (other than leasehold or security interest) in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised by one of such persons as proxy and nominee for all persons holding an interest in a Lot, and in no event shall more than the number of votes hereinabove described be cast with respect to any Lot. If a Lot is owned by a corporation, trust or limited partnership, the vote shall be exercised by the President, Trustee or general partner, respectively.

2. CLASS B. Class B Lots shall be all Lots owned by Developer which have not been converted to Class A Lots as provided in (1), (2) or (3) below. Developer shall be entitled to three (3) votes for each Class B Lot. The Class B Lots shall cease to exist and shall be converted to Class A Lots on the happening of any of the following events:

(a) when the construction of all buildings, improvements and Common Facilities has been completed; or

(b) ten (10) years from the execution of the Declaration. In the case of additional memberships being created by annexation of additional land, the tests of (a) above and (b) herein shall be ten (10) years from the time Developer records a supplementary Declaration annexing such lands; or

(c) if the Developer files an amendment hereto transferring Lots it owns to Class A Lots.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member upon 24 hours' written notice. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost. The records kept by the Management Contractor shall be available as provided in the Declaration.

ARTICLE X

ASSESSMENTS

If any 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 legal contract rate allowed by law. The Association, its agent or representative may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's 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 and/or Common Facilities and/or abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in a circular form having within its circumference the words NATURE'S HIDEAWAY PHASE IA HOMEOWNERS ASSOCIATION, INC., a corporation not for profit.

ARTICLE XII

AMENDMENTS

SECTION 1. These By-laws may be amended, at a regular or special meeting of the Members by a vote of seventy-five percent (75%) of a quorum of each class of Members present in person or by proxy provided that those provisions of these By-laws which are governed by said Articles of Incorporation may not be amended, except as provided in said Articles or by applicable law and provided, further, that any matter governed by the Declaration may not be amended, except as provided in said Declaration or by applicable law.

SECTION 2. If these By-laws are amended, a copy of same certified by the Secretary shall be filed on the Public Records of Pasco County as an amendment to the Declaration.

ARTICLE XII

MISCELLANEOUS

SECTION 1. The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of every year, except that the first fiscal year shall begin on the date of incorporation.

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 WITNESS WHEREOF, we, being all of the Directors of NATURE'S HIDEAWAY PHASE IA HOMEOWNERS ASSOCIATION, INC., have

hereunto set our hands this 8th day of August, 1985.

Joseph Masri
Joseph Masri

Steven R. Gordon
Steven R. Gordon

Daniel Masri
Daniel Masri

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RECORDING
01 00 40 1 113.00
10 CASH TOTAL 2 113.00

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CLERK OF SUPERIOR COURT, FL
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