

BYLAWS
OF
MELROSE AREA PROPERTY OWNERS ASSOCIATION
Ratified on May 19, 2007

ARTICLE I
NAME AND LOCATION

The name of the corporation is MELROSE AREA PROPERTY OWNERS ASSOCIATION, INC., herein referred to as the "Association". The principal office of the corporation shall be located at 235 Melrose Landing Boulevard, Hawthorne, Florida 32640. Meetings of the membership 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 MELROSE AREA PROPERTY OWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is part of the properties, including buyers, but excluding those who have such interest merely as security for the performance of an obligation.

Section 3. "**Properties**" shall mean and refer to that certain real property described in the Declaration of Restrictions and Protective Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "**Common Areas**" shall mean all real property owned by the Association for the common use and enjoyment of the owners, including easements for benefit of the Association or its members when authorized.

Section 5. "**Lot**" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat of the properties.

Section 6. "**Developer**" shall mean and refer to Melrose Landing, a partnership existing under the laws of the State of Florida, and its heirs, successors and assigns.

Section 7. "**Declaration**" shall mean and refer to the Declaration of Restrictions and Protective Covenants applicable to the properties recorded in the public records of Putnam County, Florida.

Section 8. "**Member**" shall mean and refer to those persons entitled to membership as provided in the Declaration or the Articles of Incorporation of the Association.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** The annual meetings of the members shall be held during the month of May each year, the specific date of the annual meeting to be determined by the Board of Directors of the Association.

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 a majority of all the votes of the membership.

Section 3. **Notice of Meetings.** Written notice of such meetings 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, not less than ten days before such meeting to each member entitled to vote, 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 will specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth(1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote 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 meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Association Secretary, every proxy shall be revocable and shall automatically cease upon demand of the owner of said lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. **Number.** The affairs of this Association shall be managed by a Board of Three (3) Directors, **who must be members of the Association.**

Section 2. **Term of Office.** At the first annual meeting the members shall elect two (2) directors for a term of two years; and at each annual meeting thereafter, the members shall elect directors for those whose terms have expired for a term of two years.

Section 3. **Removal.** Any director can 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 for the unexpired term of his predecessor.

Section 4. **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director can hold the position of contract labor Office Manager and receive remuneration. Directors may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 5. **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 written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 6. **Special Membership requirement.** The Board of Directors must include at least one (I) member who is also a member of the Executive Committee of the Airstrip Committee, as set forth and defined in the Declaration. The member of the Executive Committee to sit on the Board of Directors will be elected by the general membership.

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. Nomination 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 two or more members of the Association. 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 no 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly with notice, at such 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.

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 by phone or mail.

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.

Section 4. **Notice of meetings.** Meetings of the Directors will be posted by use of the Association's bulletin board no less than seventy-two (72) hours prior to the meeting.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Areas or other properties owned or maintained by the Association, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership or the Airstrip Committee by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

(c) 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.

(d) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2. **Duties.** It shall be the duty of the Board of Directors 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 by a majority 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:

(1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.

(2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.

(3) Foreclose the lien against any property for which any 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.

(4) To levy special assessments for capital improvements as more fully provided in the Declaration.

(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 Directors 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 or maintained by the Association.

(f) Cause all officers or employees having fiscal responsibilities to be bonded; as it may deem appropriate.

(g) Cause the Common Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Officers.** The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, 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 the officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. **Terms.** The officers of this Association shall be elected annually by the Board and each shall hold office For one (1) year unless they shall sooner resign. or shall be removed, or shall otherwise be 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 after a hearing before a quorum of the membership, prior to the vote for removal. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, and 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. In the event of a simultaneous openings of two (2) or more Directors, the Nomination Committee will appoint temporary replacements, until the next regular election by the membership.

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 except in the case of special offices created pursuant to Section 4 of this Article.

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

President

(a) 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 written instruments, and shall co-sign all checks and promissory notes.

Secretary

(b) 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. The Secretary shall also, by the direction of the President, have the authority to sign/co-sign all leases, mortgages, deeds, and other written instruments as required, and shall perform such other duties as may required by the Board.

Treasurer

(c) 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 accounts, 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.

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 all times, during reasonable business hours, be subject to inspection by any member. The Declaration, Articles of Incorporation and the Bylaws 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. **As per F.S.720.303**

Subsection (5). The official records shall be maintained within the state and must be open to inspection and available for photocopying by members or their authorized agents at reasonable times and places within ten (10) business days after receipt of a written request for access.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special and airstrip related 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 date due, the assessment shall bear interest from the date of delinquency at the maximum rate permitted under Florida 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 attorney's fees of any such action shall be added to the amount of such assessment. In any litigation brought against the Association by any member, or members, in which the Association is the prevailing party, the Association shall be authorized to assess the member, or members, bringing the lawsuit for all costs and attorney fees incurred by the Association in defense of said lawsuit. The Association may assess the member, or members, the full amount of said fees and costs immediately upon the entry of an order or judgment in favor of the Association and may lien the member, or members, property as for any other assessment. Said lien may be foreclosed in the manner of a mortgage foreclosure as provided by the Declaration. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the property owned or maintained by the Association or abandonment of his lot.

ARTICLE XII
AMENDMENTS

Section 1. These Bylaws may be amended, altered or rescinded at any regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

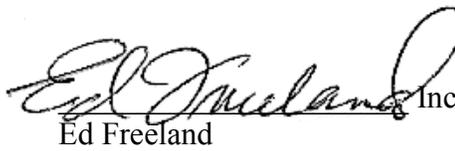
Section 2. In the case of any conflict between the Articles of incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. **(And all shall be controlled by the Florida State Statutes 720, as noted within the Articles of Incorporation)**

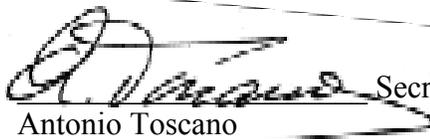
ARTICLE XIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

These Bylaws of the Melrose Area Property Owners Association, Inc. were presented and ratified by the majority of the membership present in quorum at the regular meeting held on **May 19, 2007**

 Outgoing President, Melrose Area Property Owners Association Jerry
Blankenship

 Incoming President, Melrose Area Property Owners Association
Ed Freeland

 Secretary, Melrose Area Property Owners Association,
Antonio Toscano