

BY-LAWS  
OF  
SUNSET REEF HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Corporation is SUNSET REEF HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as "Association". The initial registered office of the Association shall be located at 17960 Gulf Boulevard, Redington Shores, Florida, but meetings of members and directors may be held at such places within the State of Florida, County of Pinellas, as may be designated by the Board of Directors.

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 SUNSET REEF, 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 two thirds (2/3) of the units have been sold, whichever occurs first. Subsequent regular annual meetings of the Members shall be held on the first Tuesday of November of each year thereafter, at the time and place in Pinellas 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-third (1/3) of all the voters appurtenant to each class of units.

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 fifteen (15) but not more than sixty (60) 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, fifty-one (51%) percent of the votes 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 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 Unit 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 unit. 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 SUNSET REEF HOMEOWNERS ASSOCIATION, INC., 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 not less than three (3) nor more than six (6) and shall be elected in accordance with Section 1 of this Article. A Director must be a unit owner. However, the Developer, until such time as two thirds (2/3) of the units are sold shall be entitled to designate the initial and continuing Board of Directors. In the event that two thirds (2/3) of the units are sold, the unit owners may elect the directors who shall act in accordance to the terms of these documents, however, as long as the developer owns a unit, being offered for sale then the developer shall be entitled to designate one (1) member of the Board of Directors who shall be the developer's representative and that representative shall remain in office as a director until all units are sold. The names and the 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>
GREGG S. ROWE		17960 Gulf Boulevard Redington Shores, FL 33708
PAUL R. STRAUBINGER		17960 Gulf Boulevard Redington Shores, FL 33708
ARTHUR E. ROWE		18201 Gulf Boulevard, #406 Redington Shores, FL 33708

All Directors shall be owners (including the designated representative of a trust, partnership or corporate owner) except for the developer and the developer's representatives as provided herein and 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, 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 entitled to be cast as provided in Article IV, Section Two, of the Declaration, at a regular or special meeting of the membership. 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.

#### 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. Two-thirds (2/3) 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 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, 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; and

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

(h) Retain legal services.

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-third (1/3) of all the votes appurtenant to each class of Units;

(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 Unit 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, Treasurer and Secretary, 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 Directors of the Board at its first meeting after each annual Members' meeting shall elect a President, a Vice President, a Treasurer and a Secretary.

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.

(a) 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.

(b) 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 Directors of the Board 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 Director 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 unit 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 Directors, 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 VIIIMEMBERSHIP

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. Transferor, in such instance, shall automatically no longer be a Member of the Association. Membership in the Association may be transferred only as an incident to the transfer of the transferor's Unit 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 Unit. The unit owner shall be entitled to vote as provided herein. The vote for a unit may also be cast by the designated representative of a trust, partnership or corporate owner.

ARTICLE IXBOOKS 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 twenty-four (24) hours' written notice. The Declaration, the 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. The records kept by the Management Contractor shall be available as provided in the Declaration.

ARTICLE XASSESSMENTS

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 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 Unit, 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 Unit.

ARTICLE XICORPORATE SEAL

The Association shall have a seal in a circular form having within its circumference the words; SUNSET REEF HOMEOWNERS ASSOCIATION, INC. a corporation not for profit.

ARTICLE XIIAMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a two thirds (2/3) of a quorum of each class of Members present in person or by proxy, provided that, those provisions of these Bylaws 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. 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 Bylaws, the Declaration shall control.

Section 3. If these By-laws are amended, a copy of same, certified by the Secretary, shall be filed in the Public Records of Pinellas County as an amendment to the Declaration.

ARTICLE XII

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of SUNSET REEF HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 14 day of FEB., 1988.

*G. S. Rowe*

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GREGG S. ROWE,  
Incorporator

*P. R. Straubinger*

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PAUL R. STRAUBINGER,  
Incorporator

*Arthur E. Rowe*

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ARTHUR E. ROWE,  
Incorporator