

OF  
STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S  
ASSOCIATION, INC.

(A Florida non-profit corporation)

I. PRINCIPAL OFFICE

The principal office of the Association shall be located at 2133 Winkler Avenue, Fort Myers, in Lee County, State of Florida. The address of the principal office may be changed at the discretion of the Board of Directors.

II. MEMBERSHIP

L. MEMBERS. All persons owning a vested present interest in the fee title to any of the lots in any section in STEINHATCHEE ANCIENT OAKS SUBDIVISION, a subdivision existing or to exist, which interest is or will be evidenced by duly recorded proper instrument in the Public Records of Taylor County, Florida, shall automatically be members of this Association and their respective membership shall automatically terminate as their vested interest in the fee title terminates.

2. VOTING RIGHTS. Each lot shall be entitled to one vote and any such vote may be cast by mail or by proxy executed in writing and filed with the Secretary. In the event of a joint ownership of lot by more than one person, the vote to which the lot is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by written agreement of the remainder of such joint owners.

3. ANNUAL MEETING. An annual meeting of the members shall be held at the principal office of the Association or at such other place within Lee County as may be designated by the President at 10:00 A.M. on the first Monday in the month of February for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The first annual meeting shall be held at 10:00 A.M. on the first Monday in the month following the sale of Seventy-Five percent (75%) of the lots covered by this Association, or at such earlier time as Developer shall designate.

4. SPECIAL MEETINGS. Special meetings may be called by the President or by the Board of Directors, or by request of two-thirds of the voting rights of the members, for any purpose and at any time or place. Notice of special meetings shall be mailed or delivered by the Secretary at least five days before such meeting to each member at his address as shown in the Association records,

which notice shall state the purpose of such meeting.

5. QUORUM. A majority of the voting rights represented in person, by mail, or by proxy shall constitute a quorum, and if a quorum is not present, a majority of the voting rights present may adjourn the meeting from time to time. A member shall be deemed present for purposes of a quorum with respect to any question or election upon which his written and signed note shall have been received by the Secretary.

### III. BOARD OF DIRECTORS

1. POWERS. After the conclusion of the sale of Seventy-Five percent (75%) of the lots in the subdivision, the affairs of the Association shall be managed by the Board of Directors, who must be members of the Association and who shall act without compensation unless otherwise provided by resolution of the membership.

2. NUMBER. There shall be three (3) directors, none of whom need be resident of the State of Florida. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the membership. Additional regular meetings may be held as provided by resolution of the Board.

4. SPECIAL MEETINGS. Special meetings may be called by the President or any director for any purpose and at any time or place. Notice thereof stating the purpose shall be mailed or delivered to each director at his address shown in the Association records at least five days before such meeting, unless such notice is waived by any director or directors.

5. QUORUM. A majority of directors shall constitute a quorum. If a quorum is not present, a majority of those present may adjourn the meeting from time to time. A director shall be deemed present for purposes of a quorum with respect to any question or election upon which his written and signed vote shall have been received by the Secretary.

### IV. OFFICERS

1. NUMBER. The officers shall be president, a vice president, a secretary/treasurer, each of whom shall be elected by the Board of Directors. Such assistant officers as may be deemed necessary may be elected by the Board

of Directors. No two offices may be held by the same person. Officers must be members of the Association and the president must be a member of the Board of Directors. All officers shall act without compensation unless otherwise provided by resolution of the Board of Directors.

2. ELECTION AND TERM. Each officer shall be elected annually at the first meeting following the annual meeting of members and shall hold office until his successor shall have been elected and qualified, unless sooner removed by the Board of Directors.

3. PRESIDENT. The president shall be the principal executive officer of the Association and shall supervise all of the affairs of the Association. He shall preside at all meetings of the members and of directors. He shall sign all documents and instruments on behalf of the Association.

4. VICE-PRESIDENT. In the absence of the president, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers and responsibilities of the president. The vice-president shall, moreover, perform such duties as may be designated by the Board of Directors.

5. SECRETARY. The secretary shall countersign all documents and instruments on behalf of the Association, record the minutes of meetings of members and directors, and give notice required by these by-laws. He shall have custody and maintain the records of the Association, other than those maintained by the treasurer.

6. TREASURER. The treasurer shall have custody of all funds of the Association, shall deposit the same in such depositories as may be selected as hereinafter provided, shall disburse the same, and shall maintain financial records of the Association.

#### V. MANAGER AND EMPLOYEES

The Board of Directors may employ the services of a manager or other employees or agents as they shall determine appropriate to actively manage, operate, and care for the subdivision property, with such powers and duties and at such compensation as the Board of Directors may deem appropriate and provide by resolution from time to time.

#### VI. CONTRACTS AND FINANCES

L. CONTRACTS. The board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority

may be general or confined to specific instances.

2. LOANS. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution by the Board of Directors.

3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

5. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of March of each year.

#### VII. VACANCIES AND REMOVAL

A vacancy in any office or in the Board of Directors shall be filled by the Board of Directors, although less than a quorum remains by reason of such vacancy. Any director may be removed from the Board of Directors by the unanimous vote of the remaining directors and any officers may be removed by the majority vote of the Board of Directors. Board members may be removed from office with or without cause by the affirmative vote or in writing of a majority of the lot owners.

#### VIII. AMENDMENTS

By-Laws may be altered or repealed by new by-laws adopted by majority vote of the voting rights at the annual meeting or at any special meeting of the members.

CERTIFICATE OF AMENDMENT TO BY-LAWS OF STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC.

THIS IS TO CERTIFY THAT:

- 1. Exhibit "A" attached hereto is a true and correct copy of the Articles of Incorporation of STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC., a Florida non-profit corporation.
2. Exhibit "B" attached hereto is a true and correct of the By-Laws of STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC., a Florida non-profit corporation.
3. Exhibit "C" attached hereto is a Resolution Amending the By-Laws of STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC., a Florida non-profit corporation.
4. The resolution attached hereto as Exhibit "C" was duly adopted by a majority vote of the membership of STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC., a Florida non-profit corporation, at a meeting duly noticed and held on March 23, 1985.

Executed at Taylor County, Florida, this 23rd day of MARCH, 1985.

STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC.

By: W. Fred Campbell, President

Attest: Charles E. Back, Secretary

STATE OF FLORIDA )
COUNTY OF TAYLOR )

Before me, the undersigned authority, personally appeared W. FRED CAMPBELL and CHARLES E. BACK, as President and Secretary respectively, of STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S ASSOCIATION, INC., who acknowledged before me that they executed the foregoing on behalf of the corporation for the purposes expressed therein.

Sworn to and subscribed before me this 23rd day of MARCH, 1985.

FILED FOR RECORD
CLERK OF DISTRICT COURT
TAYLOR COUNTY, FLORIDA
1985 MAR 28 PM 12:34

NOTARY PUBLIC, State of Florida
My Commission Expires:

RECORDED IN OFFICIAL
FILE NUMBER 204 PAGE 158-168

My Commission Expires 2/28/1986

This instrument was prepared by:
PETER T. MONTANA
of D. Lewis & Sons, P.A.
3000 ...
P. O. Box 3592
Seminole, FL 33542

RETURN TO:

RESOLUTION AMENDING BY-LAWS  
 OF  
 STEINHATCHEE ANCIENT OAKS PROPERTY OWNER'S  
 ASSOCIATION, INC.

RESOLVED THAT, the first sentence of Article II(3) of the By-Laws, which currently reads as follows:

"An annual meeting of the members shall be held at the principal office of the Association or at such other place within Lee County as may be designated by the President at 10:00 A.M. on the first Monday in the month of February for the purpose of electing directors and for the transaction of such other business as may come before the meeting.",

is hereby amended to read as follows:

"An annual meeting of the members shall be held at the principal office of the Association or at such other place within Taylor County as may be designated by the President at 10:00 A.M. on the first Monday in the month of February for the purpose of electing directors and for the transaction of such other business as may come before the meeting.".

RESOLVED THAT, Article III(1) of the By-Laws, which currently reads as follows:

"1. POWERS. After the conclusion of the sale of Seventy-Five per-cent (75%) of the lots in the subdivision, the affairs of the Association shall be managed by the Board of Directors, who must be members of the Association and who shall act without compensation unless otherwise provided by resolution of the membership.",

is hereby amended to read as follows:

"1. POWERS. After the conclusion of the sale of Seventy-Five per-cent (75%) of the lots in the subdivision, the affairs of the Association shall be managed by the Board of Directors, who must meet the following quali-fications: (a) must be a member of the Association; and (b) must be a resi-dent of the State of Florida. Said members shall act without compensation unless otherwise provided by resolution of the members."

RESOLVED THAT, the remaining conditions, provisions, and terms of the By-Laws are hereby approved, confirmed, and ratified.

Dated: 3-23-85

STEINHATCHEE ANCIENT OAKS PROPERTY  
 OWNER'S ASSOCIATION, INC.

By: W. Fred Campbell  
 President

Attest: [Signature]  
 Secretary