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Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue, Suite A
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JED PITTMAN, PASCO COUNTY CLERK
12/03/07 11:00am 1 of 12
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**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF
OF
FAIRWAYS OF QUAIL HOLLOW HOMEOWNERS ASSOCIATION, INC.**

This is to certify that at a duly called Board of Directors meeting of Fairways of Quail Hollow Homeowners Association, Inc. (the "Association") held on November 11, 2007, in accordance with the requirements of the applicable Florida Statutes and Section 9.3.1 of the Bylaws, the Amended and Restated Bylaws of Fairways of Quail Hollow Homeowners Association, Inc., attached hereto as **Exhibit A**, were duly adopted by a unanimous vote of the Board of Directors. The Bylaws of Fairways of Quail Hollow Homeowners Association, Inc. was originally recorded in Official Records Book 3778, Page 32, Public Records of Pasco County, Florida.

IN WITNESS WHEREOF, FAIRWAYS OF QUAIL HOLLOW HOMEOWNERS ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 27th day of November, 2007.

FAIRWAYS OF QUAIL HOLLOW
HOMEOWNERS ASSOCIATION, INC.

Linda Ley
Signature of Witness #1

Linda Ley

Printed Name of Witness #1

Daniel M. Peterson
Signature of Witness #2

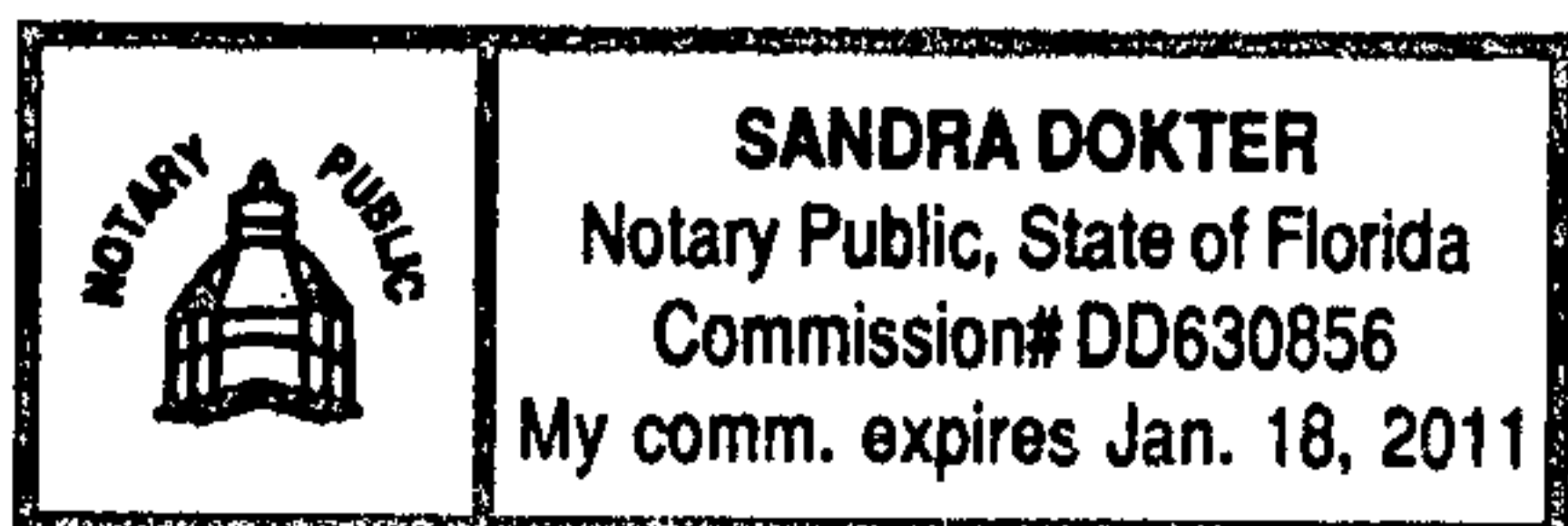
Daniel M. Peterson

Printed Name of Witness #2

By: William S. Warstler
William S. Warstler, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 27th day of November, 2007, by William S. Warstler, as President of FAIRWAYS OF QUAIL HOLLOW HOMEOWNERS ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he executed this document on behalf of the corporation. He is personally known to me or has produced FL Drivers License as identification.



Sandra Dokter
Notary Public
Sandra Dokter
Printed Name

**AMENDED AND RESTATED BYLAWS
OF
FAIRWAYS OF QUAIL HOLLOW HOMEOWNERS
ASSOCIATION, INC.**

1.0 GENERAL PROVISIONS:

1.1 IDENTITY: These are the BYLAWS of FAIRWAYS of QUAIL HOLLOW HOMEOWNERS ASSOCIATION, INC., herein referred to as the "ASSOCIATION," a corporation not-for-profit formed under the laws of the State of Florida. The ASSOCIATION has been organized for the purpose stated in the ARTICLES and shall have all of the powers provided in these BYLAWS, the ARTICLES, the DECLARATION, and statutes or laws of the State of Florida, or any other power incident to any of the above powers.

1.2 PRINCIPAL OFFICE: The principal office of the ASSOCIATION shall be 6000 Gentle Ben Circle, or such other place as the BOARD may determine from time to time.

1.3 FISCAL YEAR: The Fiscal Year for the ASSOCIATION shall be the calendar year.

1.4 OFFICIAL DOCUMENTS: Each owner shall be provided with a current copy of the DECLARATION, ARTICLES and BYLAWS, any Rules and Regulations and any amendments thereto. Owners must pay a reasonable copying cost for any additional copies after they are provided with such copies as the Board agrees to provide to all owners at no charge.

1.5 INSPECTION OF BOOKS & RECORDS: The books and records of the ASSOCIATION shall be open to inspection by all OWNERS or their authorized representatives, and all holders, insurers, or guarantors of any first mortgage encumbering a property upon written request within ten (10) business days after receipt. Such records of the ASSOCIATION shall include any of the following:

- The current rules of the ASSOCIATION.
- Contracts entered into by the ASSOCIATION.
- A listing of all owners by name, lot number, address and telephone number.
- A listing of dues payments by individual owner.
- All of the ASSOCIATIONS insurance policies.
- The minutes of all meetings of the BOARD.
- Financial & Accounting records of the ASSOCIATION, including investment information.

- Other records listed as part of the official records under Chapter 720 of the Florida Statutes.

1.6 PROSPECTIVE BUYERS: The ASSOCIATION shall make available upon request from prospective buyers, with authorization from the Seller/Owner, copies of the Declaration, Articles, Bylaws, rules and current years budget at a nominal cost to be established by the BOARD. Price shall not exceed the cost of reproducing material and a nominal labor charge at the rate of \$12.00 per hour to make copies.

1.7 DEFINITIONS: Unless the context otherwise requires, all terms used in these BYLAWS shall have the same meaning as are attributed to them in the ARTICLES, and the DECLARATION.

2.0 GENERAL MEMBERSHIP

2.1 QUALIFICATION: Pursuant to the ARTICLES, all of the owners of a property shall be members of the ASSOCIATION. Membership shall be established upon the recording of the deeds or other instrument transferring title to such property.

2.2 CHANGES IN MEMBERSHIP: The transfer of the ownership of a property, either voluntarily or by operation of law, shall automatically terminate the membership of the prior owner, and the new owner shall automatically become a member of the ASSOCIATION. If the prior owner was a member of the BOARD their membership is automatically terminated with the sale of the property. It shall be the responsibility of any such transferor and transferee of a property to notify the ASSOCIATIONS Secretary of any change of ownership.

2.3 MEMBERSHIP ROSTER: The Secretary of the ASSOCIATION shall maintain a roster of members showing names, addresses, and lot number of the current members of the organization, and emergency contact information for such members if provided. It shall be the obligation of each member of the ASSOCIATION to advise the secretary of any change of address of the member, or of the change of ownership of the property as set forth above.

3.0 VOTING PRIVILEGES

3.1 VOTING RIGHTS: There shall be one vote for each property. In the event a member owns more than one property they shall be entitled to one vote for each such property.

3.2 MAJORITY VOTE & QUORUM REQUIREMENTS: The actions approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all members and OWNERS for all purposes, except where otherwise provided by law or, in the DECLARATION, the ARTICLES, or in these

BYLAWS. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast the votes for thirty percent (30%) of the OWNERS shall constitute a quorum.'

3.3. DETERMINATION AS TO VOTING RIGHTS

3.3.1 Single Owner: In the event any PROPERTY is owned by one person, their right to cast the vote for the PROPERTY shall be established by the recorded title to said PROPERTY.

3.3.2 Multiple Owners: In the event any PROPERTY is owned by more than one person or by an entity, the vote for the PROPERTY may be cast at any meeting by any co-owner of the PROPERTY provided, however, that in the event a dispute arises between the co-owners as to how the vote for the PROPERTY shall be cast, or in the event the co-owners are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to cast the vote for the PROPERTY on the matter being voted upon at that meeting, however, their membership shall be counted for purposes of determining the existence of a quorum.

3.3.3 Suspension of Voting privileges: If an owner is delinquent in regular ASSOCIATION dues for more than ninety (90) days, their voting privileges are suspended until dues are made current.

3.3.4 Proxies: Every member entitled to vote at a meeting of the members, or may authorize another person to act on the member's behalf by a proxy signed by such member or his attorney-in-fact. All proxy's shall be delivered to the Secretary of the BOARD at or prior to the meeting by the time designated in the notice. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting. Every proxy shall be revocable at any time at the pleasure of the member executing it. Every proxy shall specifically set forth the name of the person voting by proxy, and the name of the person authorized to vote the proxy for them. The proxy may set forth those items on which the proxy holder may vote, and the manner in which the vote is to be cast.

4.0 MEMBERSHIP MEETINGS.

4.1 WHO MAY ATTEND: All OWNERS and co-owners may attend any meeting of the members. In the event any PROPERTY is owned by a corporation, any Director or Officer of the Corporation may attend any meeting of the members. However, the vote

for any PROPERTY shall be cast in accordance with the provisions of Paragraph 3.1 above. INSTITUTIONAL LENDERS have the right to attend all member meetings.

4.2 PLACE: All meetings of the members of the ASSOCIATION shall be held at such time and place as shall be designated by the President or the BOARD, and stated in the Notice of Meeting.

4.3 NOTICES: Written notice at least fourteen (14) days and no more than sixty (60) prior to the meeting shall include the place, day, and hour of any meeting and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote. Notification shall be first-class mail, or by electronic means (e-mail or facsimile) if an owner consents to receiving notices in such a manner. If the notice is to be by first-class mail it shall be deemed delivered when deposited in the United States Mail addressed to the member at their address as it appears on the records of the ASSOCIATION, with postage thereon prepaid. The Board may disregard any changes in membership which occur after the date of the mailing for purposes of providing written notice of the meeting.

4.4 WAIVER OF NOTICE: Whenever any notice is required to be given to any member under the provisions of the ARTICLES or these BYLAWS, or as otherwise provided by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

4.5 ANNUAL MEETING: The annual meeting for the purpose of electing directors and transacting any other business shall be held in either January or February of each year at such time and place as shall be selected by the BOARD and contained in the notice.

4.6 SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President, a majority of Directors, or at the request, in writing, by not less than twenty-five percent (25%) of the members, or as otherwise provided in these BYLAWS or by law. Such request shall state the purpose of the proposed meeting. The notification requirement contained in Section 4.3 shall apply to Special Meetings of the members.

4.7 SPECIAL BUSINESS MEETING LIMITATIONS: Business transacted at all Special Meetings shall be confined to the subjects stated in the notice of the meeting.

4.8 ADJOURNMENTS: Any meeting may be adjourned or continued by a majority vote of the members present in person or by proxy and entitled to vote, or if no member entitled to vote is present, then any officer of the ASSOCIATION, may adjourn the

meeting from time to time. If any meeting is adjourned or continued to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting. If the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, notice of the adjourned meeting may be given to members not present at the original meeting, without giving notice to the members who were present at such meeting.

4.9 ORGANIZATION: At each meeting of the members, the President, the Vice-President, or any person chosen by a majority of the members present, in that order shall act as Chairman of the meeting. The Secretary, or in their absence or inability to act, any person appointed by the Chairman of the meeting shall act as Secretary of the meeting.

4.10 ORDER OF BUSINESS: The order of business at the annual meeting of the MEMBERS shall include any or all of the following as determined by the BOARD:

- Calling of the roll and certifying of proxies;
- Proof of notice of meeting or waiver of notice;
- Reading and disposal of any unapproved minutes;
- Nominations for Board of Directors;
- Appointment of inspectors of election;
- Determination of number of Directors and terms of office;
- Election of Directors;
- Reports of Directors, officers or committees;
- Unfinished business;
- New business;
- Adjournment

4.11 MINUTES: The Minutes of all meetings of the MEMBERS shall be kept in a book available for inspection by the members or their authorized representatives, and the Directors, at any reasonable time. The ASSOCIATION shall retain these minutes for a period of not less than seven (7) years.

5.0 DIRECTORS

5.1. BOARD MEMBERSHIP: The affairs of the ASSOCIATION shall be managed by a BOARD of not less than five (5) or more than nine (9) Directors, serving staggered terms of office, so that approximately one-half of the Board members will be elected each year for terms of two years each. There shall always be an odd number of Directors. In the event there is no election, the Board members may agree among themselves as to the terms of office they shall serve. If they cannot agree, the Directors

shall draw lots to determine the terms of office in order to continue the staggering of terms on the Board.

5.2. ELECTION OF DIRECTORS: The MEMBERS shall elect Directors at the ANNUAL MEMBERS meeting, and determine how many Directors will serve for the upcoming year.

5.3. NOMINATIONS FOR DIRECTORS: Prior to any special or annual meeting at which directors are to be elected by the MEMBERS, the existing BOARD shall appoint a nominating committee. The committee shall nominate one person for each director to be elected by the members, on the basis of the number of directors to serve on the BOARD. There shall be only ***one person per household*** eligible to serve on the BOARD at any one time. Additional nominations shall be made from the floor.

5.4. BALLOTING: The election of Directors by the MEMBERS shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each member voting being entitled to cast their votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Voting MEMBERS not present at the election may appoint another person, by proxy, to vote on their behalf.

5.5. TERM OF OFFICE: The term of Office shall be for two years on a staggered basis. For the initial transition to multi-year terms half the board shall run for one year a term and the others for a two year term. All Directors elected by the members shall hold office until their term expires or the next annual meeting of the members, or until their successors are duly elected.

5.6. REGULAR BOARD MEETINGS: Regular meetings of the BOARD may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

5.7 SPECIAL BOARD MEETINGS: Special meetings of the BOARD may be called by a majority of Directors or by the President, at any time.

5.8 NOTICE OF BOARD MEETINGS: Notice of each meeting of the BOARD shall be given by the Secretary or by any other officer or Director, which notice shall state the day, place and hour of the meeting. Notice of such meeting shall be delivered to each director either personally, telephone or electronic means (e-mail or facsimile) at least forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting of the BOARD need not be given to any director when meetings are prearranged for a minimum of six (6) months. Except in an emergency, notice of all meetings of the BOARD shall be posted in a conspicuous place on the SUBJECT PROPERTY at least forty-eight (48) hours in advance of a meeting. An assessment or

a rule affecting the use of the Lots may not be levied or adopted at a meeting of the BOARD unless the Notice of the Meeting includes a statement to that effect in the notice, and such notice is provided at least 14 days advance written notice to all MEMBERS that an assessment or rule change will be considered at such meeting.

5.9 QUORUM AND MANNER OF VOTING: A majority of the Directors shall constitute a quorum for the transaction of any business at a meeting of the BOARD. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the BOARD, unless the act of a greater number of directors is required by statute, the DECLARATION, the ARTICLES, or these BYLAWS. Directors shall not vote by proxy or secret ballot at a meeting of the BOARD, except that secret ballots may be used in the election of officers.

5.10 ADJOURNED BOARD MEETINGS: A majority of the Directors present at a meeting, whether or not a quorum exists, may adjourn any meeting of the BOARD to another place and time.

5.11 PRESIDING OFFICER: The presiding officer of the BOARD meetings shall be the President of the BOARD. In the absence of the President, the Vice-President shall preside.

5.12 ORDER OF BUSINESS: The order of business at a BOARD meeting shall include:

- Call to order
- Reading and disposal of any unapproved minutes
- Financial Report
- Reports from Officers and Committees;
- Homeowner comments
- Unfinished business;
- New Business;
- Adjournment

5.13 MINUTES OF MEETINGS: The Minutes of all meetings shall include a listing of board members present and absent, guests and other members and the actions of the BOARD. The manner in which each Director voted shall be indicated, unless a vote was unanimous, or if they abstained from voting, on each matter voted upon at a meeting.

5.14 COMMITTEES: The BOARD may, by Resolution duly adopted, appoint committees. Any Committee shall have and may exercise such powers, duties and functions as may be determined by the BOARD from time to time. The BOARD shall not delegate decisions regarding the expenditure of funds or the imposing of fines to any committee. All Committee meeting are open to members to the extent required by

the Florida Statutes, and for such meetings notice will be posted in a conspicuous place set forth in Paragraph 5.6 of these BYLAWS.

5.15 RESIGNATION: Any Director may resign at any time by giving written notice of their resignation to another Director or Officer. Any such resignation shall take effect at the time specified therein or, if the time the resignation is to become effective is not specified therein, immediately upon its receipt. The acceptance of such resignation shall not be necessary to make it effective.

5.16 REMOVAL OF DIRECTORS: Directors may be removed as follows:

5.16.1 Any Officer may be removed by majority vote of the Directors, at any time with or without cause.

5.16.2 Any Director may be removed with or without cause by the vote of a majority of the MEMBERS entitled to vote of the ASSOCIATION at a Special Meeting of the members or by written consents signed by a majority of the MEMBERS entitled to vote. The vacancy on the BOARD caused by any such removal may be filled by the members at such meeting only to the extent permitted by the Florida Statutes. If the members fail to fill such vacancy, the BOARD may act to take such action.

5.17 BOARD VACANCIES: Vacancies in the BOARD may be filled by a majority of the Directors then in office, or in accordance with State Law. The appointed individual will serve for the unexpired term of the person being replaced

5.18 COMPENSATION: The Officers and Directors shall not be entitled to compensation in any form for serving on the BOARD. The ASSOCIATION may reimburse a Director for expenses incurred on behalf of the ASSOCIATION without approval by the members, with a limit of \$200.00 without prior approval from the BOARD. The BOARD by resolution may authorize a DIRECTOR to purchase, on behalf of the ASSOCIATION, specific good and/or services at a preauthorized dollar amount beyond the \$200.00 limit listed above.

5.19 POWERS AND DUTIES: The Directors shall have the right to exercise all of the powers and duties of the ASSOCIATION, express or implied, existing under these BYLAWS, the DECLARATION, or as otherwise provided by statute or law.

6.0 OFFICERS

6.1 MEMBERS AND QUALIFICATIONS: The officers of the ASSOCIATION shall include a President, Vice-President, Treasurer and Secretary, all of whom shall be elected by the Directors and may be removed from office with or without cause by a majority of directors.

6.2 THE PRESIDENT: President shall preside at all meetings of the members and the board, shall see that rules, regulations and resolutions of the board are carried out. Shall sign all contracts, leases, and other instruments, and shall co-sign all checks, investments and promissory notes.

6.3 THE VICE-PRESIDENT: The vice president shall act in the place of the president in the event of absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the president and/or the board.

6.4 SECRETARY: The secretary shall record the votes and keep minutes of all meetings and proceedings of the board and of the members. Serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association and their address, perform such other duties as may be required by the board or by law.

6.5 TREASURER: The treasurer shall receive and deposit in appropriate bank accounts all funds of the association, and shall disburse such funds as directed by the board of directors or contract administrators. Co-sign all checks and promissory notes of the associations. Shall maintain income and expenditures reports in accordance with generally accepted accounting procedures, and provide to each board member a copy at each meeting. Maintain an individual listing of association members and dues payment. Insure that an annual audit of the associations books to be made each year by a certified public accountant.

6.6 CONTRACTING FOR PROFESSIONAL SERVICES: The ASSOCIATION shall have the right to contract out any portion of its management responsibilities to a Manager or management company or to secure specific professional services for accounting and/or secretarial services, after competitively bidding to a minimum of three qualified bidders. No Board member or Officer shall contract with the ASSOCIATION, in order to avoid any appearance of a conflict of interest. The management company may perform certain duties otherwise required to be performed by the Secretary and Treasurer.

7.0 FINANCES AND ASSESSMENTS

7.1 ASSESSMENT ROLL: The ASSOCIATION shall maintain an Assessment Roll for each PROPERTY including the name and current mailing address of the current owner.

7.2 DEPOSITORIES: The funds of the ASSOCIATION shall be deposited in such banks or financial institutions as may be determined and approved by Resolution of the BOARD from time to time. Funds shall be withdrawn only by checks signed by those Directors approved by BOARD resolution.

7.3 APPLICATION OF PAYMENTS AND CO-MINGLING OF FUNDS: All sums collected by the ASSOCIATION from assessments or other means may be commingled into a single fund or divided into more than one fund as determined by the BOARD. However, if a single fund is authorized by the BOARD, then separate reporting of reserves shall be included in all financial reporting.

7.4 ACCOUNTING RECORDS AND REPORTS: The ASSOCIATION shall maintain accounting records in accordance with good accounting practices. The records shall include but be limited to (a) an accurate and itemized and detailed record of all receipts and expenditures, (b) the assessment roll of the MEMBERS, (c) all tax returns, financial reports of the ASSOCIATION, and any other records that identify, measure, record or communicate financial information.

7.5 ANNUAL BUDGET: The ASSOCIATION, through its Budget Committee shall prepare an annual budget that reflects the estimated revenue and expenses for the budget year and the estimated surplus or deficit as of the end of the current year. The BOARD shall provide each member with a copy of the Annual Budget.

7.6 FINANCIAL REPORTING: The ASSOCIATION shall prepare an Annual Financial Report in accordance with Chapter 720 of the Florida Statutes.

7.7 RESERVES: Unless the ASSOCIATION, by a majority vote of those members who are participating in the voting at a meeting, shall elect not to annually allocate specific funds for the Reserve Fund, the budget for the ASSOCIATION shall provide reserves for the periodic maintenance, repair and replacement of improvements to the common areas and those other portions of the property which the ASSOCIATION is obligated to maintain. The amount of the proposed funding of reserve accounts will be at the discretion of the Board of Directors except as otherwise required by law.

8.0 PARLIAMENTARY RULES

8.1 Roberts' Rules of Order shall govern the conduct of the ASSOCIATION meetings when not in conflict with any DECLARATION, the ARTICLES or these BYLAWS, or any rules adopted by the Board for the orderly conduct of meetings.

9.0 AMENDMENTS.

9.1. AMENDMENTS: Except as otherwise provided, these BYLAWS may be amended in the following manner:

9.2. NOTICE: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.3 AMENDMENT INITIATION: A resolution to amend these BYLAWS may be proposed by a majority of Directors, or by a petition signed by at least twenty-five percent (25%) of the OWNERS, provided that any amendment provided by OWNERS is subject to editing as to form and legality by legal counsel for the Association. The specific wording of any proposed amendments must be sent to all OWNERS at least twenty (20) days prior to the meeting where the vote will be held, along with a notice of the membership meeting where the proposals will be discussed and voted upon, and a proxy form for the OWNERS to allow someone else to vote on their behalf if they are unable to attend the meeting on the proposed amendments.

9.4 ADOPTION OF AMENDMENTS: The BYLAWS may be amended upon the approval of not less than two-thirds (2/3) of the voting OWNERS who participate in the voting in person or by proxy at a membership meeting, provided that a majority of all OWNERS must participate in the voting in order for the vote to be valid. If approved, a Certificate of Amendment signed with the formalities of a deed will be recorded in the public records of Pasco County, Florida.

9.5. EXECUTION AND RECORDING OF AMENDMENTS: No modification of, or amendment to, the BYLAWS shall be valid until recorded in the public records of Pasco County.

10. COMPLIANCE WITH BYLAWS, DECLARATION OR ARTICLES:

10.1 WAIVER OF OBJECTIONS: The failure of the BOARD or any officers of the ASSOCIATION to enforce or comply with any terms and provisions of the DECLARATION, the ARTICLES, or these BYLAWS shall not, in and of itself, invalidate the act done or performed, or prevent the further enforcement of such terms and provisions.

10.2 PARTIAL INVALIDITY: Should any of the provisions hereof be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

10.3 CONFLICTS: In the event of any conflict, the DECLARATION, the ARTICLES, and these BYLAWS, shall govern, in that order.

END OF AMENDED AND RESTATED BY LAWS