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BY-LAWS

OF

HIGH POINTE HOMEOWNERS' ASSOCIATION OF LAKE COUNTY, INC.
(a corporation not-for-profit)

ARTICLE I

ORGANIZATION

1) The name of this organization shall be HIGH POINTE HOMEOWNERS' ASSOCIATION OF LAKE COUNTY, INC.

2) The organization shall have a seal which shall be in the following form:

Name of organization in a circular form with date of incorporation.

ARTICLE II

PURPOSES

The following are the purposes for which this organization has been organized:

The general nature of the objectives and purposes of this corporation shall be to promote and encourage maintenance and welfare of the owners of the lots in HIGH POINTE, a subdivision recorded in Plat Book 36, pages 83 and 84, Public Records of Lake County, Florida.

The Association shall operate, maintain and manage the designated surface water or storm water management systems in a manner consistent with the St. Johns Water Management District Permit No. 42-069-1040N requirements and applicable District Covenants and Restrictions which relate to the surface water or storm water management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance of

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CLERK CIRCUIT COURT
Shirley A. Hester

landscaped easements, recreational areas and common areas and for the upkeep of the entrance sign or signs.

The powers of this corporation shall include all powers provided for by the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

All lot owners shall be required to join the HOMEOWNERS' ASSOCIATION and pay assessment fees. Owners shall include the owner of any subdivided lot in HIGH POINTE SUBDIVISION. Each buildable parcel of land shall be entitled to one (1) vote regardless of the form of ownership.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Association shall be held within one year from the date of the incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter. 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. Business transacted at the Annual Meeting shall include the election of directors of the Association.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or shall be called upon written request of Members entitled to one-fourth (1/4) of all votes in the Association.

Section 3 Notice of Meeting. 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 15 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.

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 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 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, each Member may vote 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 title to that Member's Lot.

Section 6. Voting. At all meetings, except for the election of directors, all votes shall be viva voce, except that for election of directors, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires any question, it may be voted upon in the manner and style provided for election of directors.

At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee for three who shall act as "Inspectors or Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in question voted upon.

Section 7. Order of Business.

- 1 - Roll Call.
- 2 - Reading of the minutes of the proceeding meeting.
- 3 - Reports of Committees.
- 4 - Reports of Officers.

- 5 - Old and Unfinished Business.
- 6 - New Business.
- 7 - Good and Welfare.
- 8 - Adjournments.

ARTICLE V

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. The number of directors may be changed by amendment to these By-Laws.

Section 2. Term of Office. So long as the Class B membership shall exist, the terms of the directors shall be concurrent. At the first Annual Meeting of the Members after termination of the Class B membership, the directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes, each class consisting of as near one-third of the whole number of directors as practicable, and all directors of the Association shall hold office until their successors are elected and qualified. At that first Annual Meeting of the Members after termination of the Class B membership, the directors shall be classified for staggered terms of 1, 2 and 3 years, respectively, and at each successive Annual Meeting the successors to the class of directors whose terms expire that year shall be elected to hold office for the term of three (3) years, so that the term of office of only one class of directors shall expire in each year. Any vacancy which shall occur in a class of directors prior to the expiration of the term of such class may be filled by the Board of Directors for the remainder of the full term. An increase in the number of directors shall be deemed to create vacancies for the purpose of this section.

Section 3. Removal. Any director may 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 may be reimbursed for this actual expenses incurred in the performance of his 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 the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations 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 not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-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 the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and at such place and hour as may be fixed from time to time by a majority 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 (2) directors, after not less than three (3) days notice to each director (unless waived).

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 VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Property and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association the 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, 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 consecutive regular meetings of the Board of Directors; and

(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 at least one-fourth (1/4) of the Class "A" 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;

2. send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and

3. foreclose the lien against any Lot for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay 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 for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment as against third parties relying thereon;

(e) procure and maintain adequate liability, hazard and other insurance on any Common Property;

(f) cause all officers or employees having fiscal responsibilities to be bonded, if the Board deems appropriate;

(g) cause the Common Property and Areas of Common Responsibility, if any, to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members 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 officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be

elected annually by the Board and each shall hold office for one year and until their successors are elected and qualified, unless any such officers shall sooner resign, be removed by the Board of Directors, or 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. Any officer may resign at any time after giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, 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/she replaces.

Section 7. Multiple Offices. The holding of multiple offices shall be permitted.

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

(a) President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Members and of the Board of Directors. Except where otherwise provided by law or these By-Laws, the president shall have the general powers and duties of supervision and management of the Association, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments, shall co-sign all promissory notes, and shall perform all such other duties as are incidental to his or her office or as are properly required by the Board of Directors.

(b) Vice-President. The vice-president shall act in the place and instead of the president in the event of this absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board or the

president.

(c) Secretary. 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, and shall perform such other duties as required by the Board.

(d) Treasurer. 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; keep proper books of account; 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 X

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

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, the Articles 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.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each Member is

obligated to pay to the Association annual, special and individual assessments which are secured by a lien upon the property against which the assessment is made.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "HIGH POINTE HOMEOWNERS' ASSOCIATION OF LAKE COUNTY, INC., a Florida not for profit corporation", and the year of incorporation in the center of that circle.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that United States Department of Housing and Urban Development and the Veterans Administration shall have the right to veto any amendments to the By-Laws while there is a Class B membership.

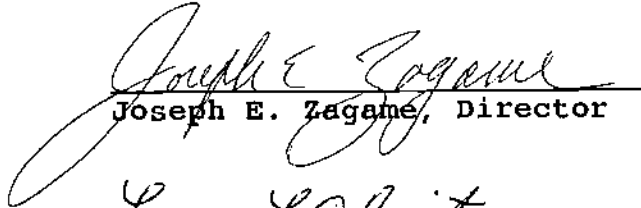
Section 2. In the case of any conflict between the Articles and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

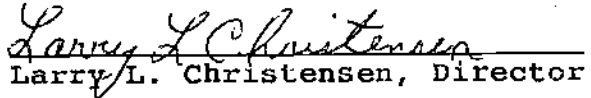
ARTICLE XV

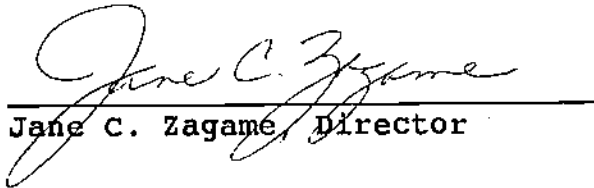
MISCELLANEOUS

The fiscal year of the Association shall begin on the first 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 High Pointe Homeowners's Association of Lake County, Inc., have adopted these By-laws as the By-Laws of the Association this 23rd day of August, 1995.


Joseph E. Zagame, Director


Larry L. Christensen, Director


Jane C. Zagame, Director

/u/docs/INDIVIDUAL/MARYE/hptbylaws

NOTARY ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgements, personally appeared Joseph E. Zagame
Jane C. Zagame & Larry L. Christensen
to me known to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

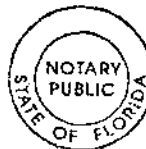
WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of August, A.D. 1995.

Personally known X Produced for identification.

Tammy Sue Willow
NOTARY SIGNATURE

TAMMY SUE WILLOW
PRINTED NAME

(SEAL)



TAMMY SUE WILLOW
My Comm Exp. 3-22-96
Bonded By Service Ins. Co.
No. CC188065