

## BY-LAWS

OF

ST. ANDREWS CONDOMINIUM ASSOCIATION, INC.

1. Identity. These are the By-Laws of ST. ANDREWS CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit (hereinafter sometimes referred to as the "Association"). The Articles OF Incorporation of the Association (hereinafter sometimes referred to as the "Articles") were filed in the office of the Secretary Of State of the State Of Florida on August 1, 1985. The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718, Florida Statutes (hereinafter sometimes referred to as the "Act"), which condominium is identified by the name, St. Andrews Condominium Unit One (hereinafter sometimes referred to as the "Condominium"), and is located on the property described in the Declaration Of Condominium which has established or will establish the Condominium (hereinafter sometimes referred to as the "Property"), as well as other condominiums which may be established in the future on land located near the Property. Recognizing this possibility, it is specifically understood and agreed that the usage of the terms Property, Declaration, and Condominium herein, shall be expanded as and when required by the establishment of said additional condominiums to embrace and include said additional condominiums and their establishing and implementing documents, and instruments, so that all references herein shall refer to and include all such condominiums.

1.1 Office. The office of the Association shall be at 300 East Lake Woodlands Parkway, Palm Harbor, Florida 33563.

1.2 Fiscal Year. The fiscal year of the Association shall begin on July 1st and end on June 30th of each year.

1.3 Seal. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation, an impression of which is as follows:

2. Members.

2.1 Roster Of Members. The Association shall maintain a roster of the names and mailing addresses of the owners (hereinafter sometimes referred to as "Unit Owners") of condominium units (hereinafter sometimes referred to as "Units") in the Condominium, which shall constitute a roster of members. The roster shall be maintained from evidence of ownership furnished to the Association from time to time by Unit Owners to substantiate the holding of a membership, and from changes of mailing addresses furnished from time to time by Unit Owners. Each member shall furnish to the Association a true copy of the record evidence of his title substantiating his membership in the manner required by the Articles and the Declaration Of Condominium of the Condominium (hereinafter sometimes referred to as the "Declaration").

IN WITNESS WHEREOF,  
WILLIAM J. DEAN, P.A.  
BY: \_\_\_\_\_  
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2.2 Annual Meeting. The annual members' meeting shall be held at least once in each calendar year in the month of August at such place in Pinellas County, Florida, and at a date and time to be determined by the board of directors (hereinafter sometimes referred to as the "Board"). The purpose of the meeting shall be to elect directors and to transact any other business authorized to be transacted by the members.

2.3 Special Members' Meetings. Special members' meetings shall be held at such places as provided for annual meetings, whenever called by the president or by a majority of the Board, and must be called by those officers upon receipt of a written request from a majority of the members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting. Any contrary provisions of the Act with regard to such meetings shall prevail over the provisions hereof.

2.4 Notice. Notice of a meeting of members stating the time and place and the objects for which the meeting is called shall be given by the officer calling the meeting. If Assessments are to be considered at the meeting, then the notice shall so specify, including the nature of such Assessments. A copy of the notice shall be posted at a conspicuous place in the Condominium, and a copy shall be personally delivered or mailed by regular mail to each member entitled to attend the meeting, except members who waive the notice in writing. The delivery or mailing shall be to the address of the member as it appears on the roster of members. The posting, delivery, or mailing of the notice shall be effected not less than 14 days, nor more than 50 days, prior to the date of the meeting. If mailed, the notice shall be deemed given when deposited in the United States mail, with the proper postage thereon prepaid. Proof of posting, delivery, or mailing of the notice shall be given by the affidavit of the person serving the notice. Notice of a meeting may be waived before or after the meeting.

2.5 Quorum. A quorum at members' meetings shall consist of persons entitled to cast 40 percent (40%) of the votes of the entire membership of the Association. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration, the Articles, or these By-Laws.

#### 2.6 Voting.

(a) In any meeting of members, the owners of Units shall be entitled to cast one vote for each Unit owned.

(b) If a Unit is owned by one person, his right to vote shall be established by the roster of members. If a Unit is owned by more than one person (excluding a husband and wife, which shall be deemed to be one person, unless either husband or wife, of both, have notified the Association that he, she, or they wish the Unit to be considered as being owned by more than one person, in which event it shall be so considered) or is under lease, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by all of the record owners of the Unit according to the roster of members and filed with the secretary of the Association. If a Unit is owned by a husband and wife, and is being deemed to be owned by one person, then either husband or wife may cast the vote for the Unit. If a Unit is owned by a corporation, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by the president or vice-president of the corporation, and attested by the secretary or

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assistant secretary of the corporation, and filed with the secretary of the Association. The certificate shall be valid until revoked, or until superseded by a subsequent certificate, or until a change in the ownership of the Unit concerned. A certificate designating the person entitled to cast the vote for a Unit may be revoked by any owner of a share in the Unit. If a certificate designating the person entitled to cast the vote for a Unit is not on file, the vote of the owner of the Unit shall not be considered in determining whether a quorum is present, nor for any other purpose.

2.7 Proxies. Votes may be cast in person or by proxy. A proxy may be executed by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy, or any lawful adjournment thereof, and in no event shall be valid after the expiration of 90 days from the date of the designated meeting, unless otherwise provided in the proxy. Every proxy shall be revocable at the option of the member executing it. A proxy must be filed with the secretary of the Association before the appointed time of the meeting or before the time to which the meeting is adjourned.

2.8 Adjourned Meetings. If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the adjourned meeting is given in the manner required for notice of a meeting.

2.9 Chairman And Secretary. At all members' meetings, the president of the Association, or in his absence, the vice-president, shall preside as chairman of the meeting, or in the absence of both, the members shall elect a chairman. Similarly, at all members' meetings, the secretary of the Association, or in his absence, the assistant secretary, shall serve as secretary of the meeting, or in the absence of both, the chairman shall appoint a member to so serve as secretary of the meeting.

2.10 Order Of Business. The order of business at annual members' meetings, and, as far as practical, at other members' meetings, shall be as follows:

- (a) Call to order by president.
- (b) Election of chairman of the meeting (if required).
- (c) Calling of the roll and certifying of proxies.
- (d) Proof of notice of meeting, or waiver of notice.
- (e) Reading and disposal of any unapproved minutes.
- (f) Reports of officers:
  - (1) Report of financial condition.
- (g) Reports of committees.
- (h) Determination of number of directors.
- (i) Nomination of directors.
- (j) Appointment of inspectors of election.
- (k) Election of directors.

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- (l) Unfinished business. C.R. 6087 PAGE 1980  
(m) New business.  
(n) Adjournment.

2.11 Informal Action By Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3. Directors.

3.1 Membership. The affairs of the Association shall be managed by a board of not less than 3, nor more than 9 directors, the exact number to be determined by the members at the time of election in the same manner as such are elected, except that the voting on such need not be by written ballot.

3.2 Election Of Directors. Election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the annual members' meeting.

(b) A nominating committee of three members shall be appointed by the Board, not less than 30 days prior to the annual members' meeting. The committee shall nominate one person for each director then serving. The names of the proposed nominees, if available, shall be included with the notice of the annual members' meeting. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

(c) The election shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies in the Board occurring between annual meetings of members shall be filled by the remaining directors.

(e) Any director may be removed by an agreement in writing of a majority of the votes of the entire membership of the Association, or by concurrence of a majority of the votes of the entire membership of the Association at a special meeting of the members called for that purpose at the request of 10% of the votes of the entire membership of the Association. The vacancy in the Board so created shall be filled by the members of the Association at the same meeting.

3.3 Term. The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

3.4 Organizational Meeting. The organizational meeting of a newly elected Board shall be held within 10 days after their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

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3.5 Regular 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. Notice of regular meetings shall be given to each director personally, or by regular mail, telephone, or telegraph, and shall be given at least 3 days prior to the meeting. A notice of regular meetings shall be posted in a conspicuous place in the Condominium at least 48 hours in advance, for the attention of members of the Association. If mailed, the notice shall be deemed given when deposited in the United States mail, with the proper postage thereon prepaid.

3.6 Special Meetings. Special meetings of the Board may be called by the president at any time, and must be called by the secretary at the written request of one-third of the directors. Notice of the meeting shall be given to each director personally, or by regular mail, telephone, or telegraph, which notice shall state the time, place, and purpose of the meeting, and shall be given at least 3 days prior to the meeting. Notice of a special meeting shall be posted in a conspicuous place in the Condominium at least 48 hours in advance, for the attention of members of the Association, except in an emergency. If mailed, the notice shall be deemed given when deposited in the United States mail, with the proper postage thereon prepaid.

3.7 Waiver Of Notice. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

3.8 Quorum. A quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of directors is required by the Declaration, the Articles, or these By-Laws.

3.9 Adjourned Meetings. If at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting, as originally called, may be transacted without further notice.

3.10 Chairman And Secretary. At all Board meetings, the president of the Association shall preside as chairman of the meeting, or in his absence, the directors present shall designate one of their number to preside. Similarly, at all Board meetings, the secretary of the Association shall serve as secretary of the meeting, or in his absence, the directors present shall designate one of their number to serve.

3.11 Order Of Business. The order of business at directors' meetings shall be:

- (a) Calling of roll.
- (b) Proof of due notice of meeting.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of officers.
- (f) Unfinished business.

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(g) New business.

D.R. 6087 PAGE 1982

(h) Adjournment.

3.12 Compensation. Any fees or compensation for directors shall be determined by the members of the Association.

3.13 Notices Of Assessment Meeting. Notices of any meeting where assessments against Unit Owners are to be considered, for any reason, shall specifically contain a statement that assessments will be considered, as well as the nature of any such assessments.

3.14 Minutes. Minutes of all meetings of the Board or the members shall be retained in a book available for inspection by members, or their authorized representatives, and members of the Board, at any reasonable time. Such minutes shall be retained for not less than seven (7) years, or any greater period of time as might be required by the Act.

3.15 Open Meetings. All meetings of the Board shall be open to any member.

3.16 Proviso. Notwithstanding anything to the contrary contained in this Section 3, or otherwise, the Board shall consist of three directors during the period that East Lake Woodlands, Ltd. (the "Developer") is entitled to appoint a majority of the directors, as hereinafter provided. Developer shall have the right to appoint all of the members of the Board until Unit Owners, other than Developer, own fifteen percent (15%) or more of the Units. When Unit Owners other than Developer own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association, the Unit Owners other than Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board. Unit Owners other than Developer are entitled to elect not less than a majority of the members of the Board: (a) three years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to Purchasers; (b) three months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to Purchasers; (c) when all of the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by Developer in the ordinary course of business; or (d) when some of the Units have been conveyed to purchasers, and none of the others are being constructed or offered for sale by Developer in the ordinary course of business, whichever event occurs first. Developer is entitled (but not obligated) to elect at least one (1) member of the Board as long as Developer holds for sale in the ordinary course of business five percent (5%) of the Units that will be operated ultimately by the Association.

Developer can turn over control of the Association to Unit Owners other than Developer prior to such dates in its sole discretion by causing all of its appointed directors to resign, whereupon it shall be the affirmative obligation of Unit Owners other than Developer to elect directors and assume control of the Association. Provided at least thirty (30) days notice of Developer's decision to cause its appointees to resign is given to Unit Owners, neither Developer, nor such appointees, shall be liable in any manner in connection with such resignations, even if the Unit Owners other than Developer refuse or fail to assume control.

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4. Powers And Duties Of The Board Of Directors. All of the powers and duties of the Association existing under the Act, Declaration, Articles, and these By-Laws shall be exercised exclusively by the Board, its agents, contractors, or employees, subject only to approval by Unit Owners when that is specifically required.

5. Officers.

5.1 Executive Officers. The executive officers of the Association shall be a president, who shall be a director, a vice-president, who shall be a director, a treasurer, a secretary, and an assistant secretary, all of whom shall be elected annually by the Board, and who may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person may hold more than one office, except that the president may not also be the secretary or assistant secretary. No person shall sign an instrument, nor perform an act in the capacity of more than one office. The Board, from time to time, shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

5.2 President. The president shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of president of a corporation, including, but not limited to, the power to appoint committees from among the members from time to time to assist in the conduct of the affairs of the Association as he, in his discretion, may determine appropriate and necessary.

5.3 Vice-President. The vice-president shall exercise the powers and perform the duties of the president in the event of the absence or disability of the president. He also shall assist the president and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4 Secretary. The secretary shall keep the minutes of all proceedings of the directors and the members. He shall be responsible for the serving of all notices to members and directors as well as all other notices required by law. He shall have custody of the seal of the Association, and shall affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the treasurer, and shall perform all other duties incident to the office of secretary of a corporation, and as may be required by the directors or the president.

5.5 Assistant Secretary. The assistant secretary shall exercise the powers and perform the duties of the secretary in the event of the absence or disability of the secretary.

5.6 Treasurer. The treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which books of account, together with substantiating papers, shall be made available to the Board for examination at reasonable times. He shall submit a treasurer's report to the Board at reasonable intervals and shall perform all other duties incident to the office of treasurer of a corporation, and as may be required by the directors or the president.

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5.7 Compensation. The compensation of all officers and employees of the Association shall be fixed by the directors. The provision that directors' fees shall be determined by members shall not preclude the Board from employing a director as an employee of the Association, nor preclude the contracting with a director for the management of the Condominium.

6. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration and Articles shall be supplemented by the following provisions:

6.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classification as shall be appropriate, all of which expenditures shall be Common Expenses, as such term is defined and utilized in the Declaration:

(a) Current expense, which shall include all receipts and expenditures to be made within the year for which the budget is prepared, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to capital surplus or to additional improvements. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year, unless the Board deems that such should be otherwise utilized.

(b) Capital surplus for:

(1) Deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually.

(2) Replacements, which shall include funds for repair or replacement required because of damage, depreciation, or obsolescence.

(3) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the Common Elements, or will be utilized by the Association for the benefit of the members.

6.2 Budget. The Board shall adopt a detailed budget for each fiscal year that shall include the estimated funds required to defray the Common Expense and to provide and maintain funds for the foregoing accounts according to good accounting practices, and as may be specified by applicable law, as follows:

(a) Current expense, the amount for which shall not exceed 115% of the budget for this account for the immediately preceding fiscal year.

(b) Deferred maintenance.

(c) Replacements.

(d) Provided, however, that the amount for each budgeted item may be increased over the foregoing limitations when approved by members entitled to cast not less than a majority of the votes of the entire membership of the Association. Such a meeting shall be called and conducted as required by the Act.

(e) Copies of a proposed budget and proposed assessments shall be personally delivered or mailed to each member not less than 30 days prior to the meeting of the Board at which the proposed budget will be considered for adoption.

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together with a notice of that meeting and the fact that it is open to all Unit Owners. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

**6.3 Assessments.** Assessments against the Unit Owners for their shares of the items of the budget, when applicable, shall be made by the Board for the fiscal year annually in advance on or before March 30th preceding the fiscal year for which the assessments are made. The amount required for each Unit Owner to meet the annual budget shall be divided into 12 equal assessments, one of which shall be due on the first day of each month of the year for which the assessments are made, or 30 days after the mailing to the Unit Owners concerned of a statement for the assessment coming due, whichever date shall last occur. If assessments are not made annually as required, monthly assessments shall be presumed to have been made in the amount of the last prior monthly assessment, and assessments in this amount shall be due on the first day of each month until changed by an amended assessment. In the event a monthly assessment shall be insufficient in the judgment of the Board to provide funds for the anticipated current expense for the ensuing month and for all of the unpaid operating expenses previously incurred, the Board shall amend the budget and shall make amended monthly assessments for the balance of the year in sufficient amount to meet these expenses for the year; provided, however, that any account of the amended budget that exceeds the limitation upon increases for that year imposed by Section 6.2, *supra*, shall be subject to the approval of the membership of the Association as set forth in Section 6.2(d), *supra*.

**6.4 Assessments For Charges.** Charges by the Association against members for other than Common Expense shall be payable in advance. Charges for other than Common Expense may include, but shall not be limited to charges and maintenance services furnished at the expense of a member, and other services furnished for the benefit of a member.

**6.5 Assessments For Emergencies.** Assessments for Common Expenses for emergencies that cannot be paid from the annual assessments for Common Expenses shall be due only after 30 days notice is given to the Unit Owners concerned and shall be paid in such a manner as the Board may require in the notice of assessment.

**6.6 Audit.** An audit of the accounts of the Association shall be made annually by a certified public accountant and a copy of the audit report shall be furnished to each member not later than October 1st of the year following the year for which the audit is made. The audit shall be in such detail as to satisfy all applicable financial reporting requirements of the Act, if any; and, if an audit is not so required, may be waived by the Board, who may substitute an unaudited financial statement.

**6.7 Bonds.** Fidelity bonds shall be required by the Board from all persons controlling or disbursing Association funds. The amount of those bonds and the sureties shall be determined by the Board and shall satisfy any requirement of the Act. The premiums on the bonds shall be paid by the Association.

**6.8 Access To Records And Policies.** All members, and their authorized representatives, where appropriate and allowed by the Act, shall have full access to all accounting records and insurance policies of the Association, as authorized and allowed by the Act.

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6.9 Notice Of Excess Liability. In any legal action in which the Association may be exposed to liability in excess of insurance coverage protecting it and the Unit Owners, the Association shall give notice of the exposure, within a reasonable time, to all Unit Owners who may be exposed to the liability, and they shall have the right to intervene and defend.

## 7. Committees.

7.1 Committees Of Directors. The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees, and the delegation thereto of authority, shall not operate to relieve the Board or any individual director of any responsibility imposed upon it or him by the Act, or any other applicable statute, rule, or regulations.

7.2 Other Committees. Other committees not having and exercising the authority of the Board in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the president of the Association shall appoint the members thereof.

7.3 Term Of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the person or persons authorized to appoint such member, or unless such member shall cease to qualify as a member thereof.

7.4 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with any rules adopted by the Board, and shall keep complete and accurate minutes of its actions and meetings.

## 8. Contracts, Checks, Gifts, Additional Common Elements, And Miscellaneous Matters.

8.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, 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.

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8.2 Checks, Drafts, Etc. All Checks, drafts, or orders for the payment of money, Notes, or other evidence 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. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or vice-president of the Association.

8.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

8.4 Gifts. The Board may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

8.5 Additional Common Elements. Subject to the approval of the Board, the Association may acquire personal property for usage in the discharge of its duties with reference to the Condominium, provided the expenditure for such is in accordance with these By-Laws, without the need for the prior approval of the owners of not less than 75% of the Units as imposed by Section 5.2(b) of the Declaration.

8.6 Cost Of Approvals. As is specified in the Declaration, as amplified by the Regulations, the cost of approving residents and Owners of Units in the Condominium shall be the reasonable cost of same and not to exceed \$50.00. No charge shall be made in connection with an extension or renewal of a valid lease.

9. Parliamentary Rules. Roberts' Rules Of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration, Articles, or these By-Laws.

10. Amendments. Except as elsewhere provided otherwise, these By-Laws may be amended in the following manner:

10.1 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 considered. Said Notice shall provide the full text of the proposed amendment, shall not refer to such by title or number only, and shall otherwise comply with all requirements of the Act.

10.2 Method. A resolution adopting a proposed amendment may be proposed by either the Board, or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either by:

(a) not less than 75% of the entire membership of the Board and by not less than 75% of the votes of the entire membership of the Association; or

(b) by not less than 80% of the votes of the entire membership of the Association.

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10.3 Proviso. Provided, however, that no amendment shall discriminate against any member nor against any Unit or class or group of Units unless the members so affected shall consent. No amendment shall be made that is in conflict with the Articles or the Declaration. Any non-material errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated amendment.

10.4 Execution And Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Declaration and By-Laws, which certificate shall be executed by the officers of the Association with the formalities required of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the public records of Pinellas County, Florida.

The foregoing were adopted as the By-Laws of St. Andrews Condominium Association, Inc., a Florida corporation not for profit, as such apply to St. Andrews Condominium Unit One, at a special meeting of the Board Of Directors on August 14, 1985.

SUBMITTED:

/s/ Thomas A. Shapiro  
Secretary

APPROVED:

/s/ Dominick Scannavino  
President

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(Rev. 3/13/85)