

THOMAS L. NUNNALLEE

BREED & NUNNALLEE, PA  
325 N. COMMERCE AVE  
SEBRING, FL 33870

BY-LAWS OF

VILLAGES OF HIGHLANDS RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

IDENTITY

The following By-laws shall govern the operation of VILLAGES OF HIGHLANDS RIDGE HOMEOWNERS ASSOCIATION, INC.

The Association is a not for profit corporation, organized and existing under the laws of the State of Florida (the "Association") for the purpose of facilitating consistent, accurate, timely and relevant information between members and the owners of the common areas of the community know as Highlands Ridge.

Section 1. **PRINCIPAL OFFICE.** The principal office of the Association shall be at the place set forth in the Articles of Incorporation or as may be subsequently designated by the Board of Directors of the Association.

Section 2. **SEAL.** The seal of the Corporation shall bear the name of the Corporation, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

Section 3. **CORPORATION.** As used herein, the word "Corporation" shall mean the "Association" as defined in the Declaration. Words and phrases, as used herein shall have the same definitions as attributed to them in the Declaration.

ARTICLE II

MEMBERSHIP AND VOTING PROVISIONS

Section 1. **ASSOCIATION MEMBERSHIP.** Membership in the Association shall be limited to Owners of the Lots within the Subdivision as described in the Declaration. The transfer of ownership of a Lot, either voluntarily or by operation of law, shall terminate membership in the Association with respect to that Lot, and said membership shall become vested in the transferee. If ownership is vested in more than one person, then all of the persons so owning said Lot shall be members eligible to hold office, attend meetings, and exercise such other rights and privileges of an Owner, but, as hereinafter indicated, the vote of a Lot shall be cast by the "Voting Member."

Section 2. PROXIES. Members in good standing may vote by proxy for the election of Directors and for those matters that are scheduled for a vote on the agenda published with the announcement of each meeting. Proxies will count as attending members for the purposes of calculating a quorum. The proxy must identify the person who will vote the proxy at the meeting, either by name or by designating a specific officer of the Association. All proxies shall be in writing and signed by the person entitled to vote (as set forth below in Section (4), and shall be filed with the Secretary no later than three (3) days prior to the meeting in which they are to be used and shall be valid only for the particular meeting designated therein and any adjournment thereof. If a Lot is owned jointly by a husband and wife, and if they have not designated one of them as a Voting Member, a proxy must be signed by both husband and wife where a third person is designated. Where a Lot is owned by a corporation or a partnership or other legal entity, the proxy must be signed by the Voting Member thereof. A proxy is revocable at any time at the pleasure of the person who executes it.

Section 3. ABSENTEE BALLOTS. Members in good standing may vote by Absentee Ballot for the election of Directors and for those matters that are scheduled for a vote on the agenda published with the announcement of each meeting. Absentee Ballots will be published with the announcement of each meeting and must be received by the Secretary no later than three (3) days before the meeting. Absentee ballots received in time will count as attending members for the purposes of calculating a quorum, but only for those matters that are on the ballot.

Section 4. VOTING ELIGIBILITY. If a Lot is owned by one (1) person, his right to vote shall be established by recorded title to the Lot. If a Lot is owned by more than one (1) person, the person entitled to cast the vote for the Lot shall be designated in a certificate, signed by all of the record owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, the officer, director or employee thereof entitled to cast the vote of the Lot for the corporation shall be designated in a certificate for this purpose, signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Lot is owned by a partnership, the general partner or employee thereof entitled to cast the vote of the Lot for the partnership shall be designated in a certificate for this purpose, signed by each of the general partners of the partnership, and filed with the Secretary of the Association. The person designated in such certificate who is entitled to cast the vote for a Lot shall be known as the "Voting Member." If such a certificate is not on file with the Secretary of the Association for a Lot owned by more than one (1) person or by a corporation or partnership, the vote of the Lot concerned shall not be considered in determining the requirement for a quorum, or for any purpose requiring the approval of a person entitled to cast the vote for the Lot, except if said Lot is owned by a husband and wife. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot concerned takes place. If a Lot is owned jointly by a husband and wife,

the following three (3) provisions are applicable thereto:

- (a) They may, but they shall not be required to, designate a Voting Member.
- (b) If they do not designate a Voting Member, and both are present at a meeting and are unable to concur in their decision upon any subjects requiring a vote, they shall lose their right to vote on that subject at that meeting.
- (c) Where they do not designate a Voting Member, and only one (1) is present at the meeting, the person present may cast the Lot vote, just as though he or she owned the Lot individually and without establishing the concurrence of the absent person.

**Section 5. INELIGIBLE TO VOTE.** No member shall be eligible to vote on any matter if he is more than ninety (90) days delinquent in the payment of an assessment and the vote of the lot concerned shall not be considered in determining the requirement for a quorum or in determining the total number of Lots eligible to vote.

### ARTICLE III

#### MEETING OF THE MEMBERSHIP

**Section 1. LOCATION.** All meetings of the Association and membership shall be held in Highlands County, Florida, at such place and at such time as shall be designated by the Board of Directors of the Association and stated in the notice of the meeting.

**Section 2. NOTIFICATION.** It shall be the duty of the Secretary to mail or deliver a notice of each annual or special meeting, stating the time and place thereof to each Owner of record at least fourteen (14), but not more than thirty (30) days prior to such meeting. Notice of any annual or special meeting shall state the purpose thereof, and said meeting shall be confined to the matters stated in said notice. All notices shall be mailed to or served at the address of the Owner as it appears on the books of the Association. With the consent of the Owner, notices of regular and special meetings of the membership may be transmitted electronically.

**Section 3. ANNUAL MEETING.** The annual meeting for the purpose of electing Directors and transacting any other business authorized to be transacted by the members shall be held once in each calendar year in the month of March.

Section 4. QUORUM. The presence in person, by proxy and by absentee ballot of thirty (30%) percent of the total votes of the Association shall constitute a quorum. A majority vote of such a quorum shall be sufficient for the transaction of Association business requiring a vote of the members, unless otherwise set forth in the Articles of Incorporation. Meetings of members for informational, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the vote of members may be taken without the presence of a quorum.

Section 5. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors or at the request, in writing, of Voting Members representing twenty-five (25%) percent of the total votes of the members, which request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subject stated in the notice thereof. At any meeting of the membership at which any Directors are elected, the members shall elect such Directors by plurality voting (cumulative voting is prohibited).

Section 6. ADJOURNMENT. If any meeting of the members cannot be organized because a quorum of Voting Members is not present, either in person or by proxy, the meeting shall be adjourned from that time until a quorum is present. Notice of the adjourned meeting shall be given in compliance with Section 2.

#### ARTICLE IV

##### DIRECTORS

Section 1. NUMBER AND TERM. Subject to the terms and provisions of the Declaration, the affairs of the Association shall be governed by a Board of Directors composed of not less than five (5) and not more than seven (7) persons, always being an odd number, as is determined from time to time by the members of the Association. The term of each Director's service shall be for a period of two (2) years and until his successor is duly elected and qualified, or until he is removed in the manner provided in Section 3 below. No Director may serve more than two terms consecutively. Only one (1) member of a household may serve on the Board of Directors at any given time.

Section 2. ORGANIZATIONAL MEETING. The organizational meeting of a newly elected Board of Directors of the Association shall be held within ten (10) days of 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, provided a quorum shall be present.

**Section 3. REMOVAL.** At any duly convened regular or special meeting of the membership, any one or more of the Directors may be removed, with or without cause, by the affirmative vote of the Voting Members, casting not less than two-thirds (2/3) of the total votes present at such meeting, and a successor may then and there be elected by the membership to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner provided in Section 4 below.

**Section 4. VACANCY.** If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the majority of the remaining Directors, though less than a quorum, shall choose a successor who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors.

**Section 5. RESIGNATION.** Any Director may resign at any time by sending a written notice of such resignation to the Secretary of the Association. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. More than three (3) consecutive absences of a Director from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall automatically constitute a resignation effective when such resignation is accepted by the Board of Directors. The transfer of title of his Lot by a Director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors. No member shall continue to serve on the Board if he is more than ninety (90) days delinquent in the payment of an assessment, and said delinquency shall automatically constitute a resignation, effective when the resignation is accepted by the Board of Directors.

**Section 6. REGULAR MEETINGS.** The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Notice of such regular meetings shall be given to each Director personally or by mail, telephone or electronically at least five (5) days prior to the day named for such meeting.

**Section 7. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President, and in his absence, by the Vice President, or by a majority of the members of the Board of Directors, by giving five (5) days notice in writing, to all of the members of the Board of Directors of the time and place of said meeting. All notices of special meetings shall state the purposes of the meeting.

**Section 8. OPEN MEETINGS.** A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct association business. All meetings of the Board must be open to all members except for

meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. The provisions of this section also apply:

- (a) To the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of Association funds.
- (b) To the meetings of the Architectural Control Committee vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member.

**Section 9. NOTICE TO MEMBERS.** The Board may prepare a schedule of regular Board meetings and post this schedule in a conspicuous place provided that no Board meeting shall be held with less than seven (7) days notice to all members, except in an emergency. Written notice of any Board meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to all members and posted in a conspicuous place not less than fourteen (14) days before the meeting.

**Section 10. WAIVER OF NOTICE.** Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting, and such waiver shall be deemed the equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

**Section 11. QUORUM.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at such meeting at which a quorum is present shall be acts of the Board of Directors. No Association business may be conducted without a quorum of Board members. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At each such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purposes of determining a quorum.

**Section 12. COMPENSATION.** Officers and Directors of the Association shall not be entitled to any fee or compensation for acting in such capacity. However, an Officer, Director or other member of the Association shall be entitled to reimbursement for actual expenses in such amounts and upon such terms as may be determined by the Board of Directors.

**Section 13. RESPONSIBILITY.** The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and shall do all such acts and things as are not by law or by the Declaration, the Articles of Incorporation, or these Bylaws, prohibited.

## ARTICLE V

### OFFICERS

**Section 1. ASSOCIATION OFFICERS.** The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be members of the Association and members of the Board of Directors. One person may not hold more than one of the aforementioned offices at the same time.

**Section 2. ELECTION OF OFFICERS.** The officers of the Association designated in Section 1 above shall be elected annually by the Board of Directors at the organizational meeting of each new Board following the meeting of the members.

**Section 3. ASSISTANTS.** The Board may appoint Assistant Secretaries and Assistant Treasurers and such other officers as the Board of Directors may deem necessary.

**Section 4. TERMS/REMOVAL/VACANCY.** The officers of the Association shall hold office until their successors are elected and qualified. Any officer elected or appointed by the Board of Directors may be removed from the position at any time, with or without cause, by the Board of Directors, provided, however, that no officer shall be removed except by the affirmative vote for removal by a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

**Section 5. PRESIDENT.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the membership and of the Board of Directors. He shall have executive powers and general supervision over the affairs of the Association and other officers. He shall sign all written contracts, perform all of the duties incident to his office and which may be delegated to him by the Board of Directors.

**Section 6. VICE PRESIDENT.** The Vice President shall perform all of the duties of the President in his absence and such other duties as may be required of him by the Board of Directors.

**Section 7. SECRETARY.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors 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 may be required by the Board of Directors.

**Section 8. TREASURER.** The treasurer shall:

- (a) Have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Association, and shall deposit all monies and other valuables in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors. The books shall reflect an account for each separate Lot.
- (b) Disburse the funds of the Association as may be ordered by the Board of Directors in accordance with these Bylaws, making proper vouchers for such disbursements, and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require, an account of all his transactions as the Treasurer and of the financial condition of the Association.
- (c) Present a statement of income and expenditures to the membership at its regular annual meeting.
- (d) Collect any assessments and promptly report the status of collections and all delinquencies to the Board of Directors

## ARTICLE VI

### FINANCES AND ASSESSMENTS

**Section 1. ASSOCIATION FUNDS.** The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by such officer or officers of the Association as may be designated by the Board of Directors. Obligations of the Association shall be signed by at least two (2) officers of the Association.

**Section 2. BONDING.** The Board of Directors shall determine whether to bond the Treasurer and all officers who are authorized to sign checks, and all



officers and employees of the Association, and if bonded, the amount of such bond shall be determined by the Board of Directors. Premiums on such bonds shall be paid by the Association.

**Section 3. ACCOUNTING YEAR.** The Association shall be on a calendar year basis.

**Section 4. ASSESSMENTS.** The Board of Directors of the Association shall fix and determine from time to time the sum or sums necessary and adequate to pay for the expenses of the Association. The Association expenses shall include those expenses as set forth in the Declaration, including the cost of carrying out the powers and duties of the Association, and such other expenses as are determined by the Board of Directors and as provided in the Declaration. The Board of Directors is specifically empowered on behalf of the Association, to make and collect assessments subject to the provisions hereof and of the Declaration. Funds for the payment of Association expenses shall be assessed against the Lots on an equal basis unless otherwise provided in the Declaration. Said assessments shall be payable in advance on a monthly, bi-monthly, quarterly or annual basis, as determined by the Board of Directors, and shall be due on the first day of the applicable period in advance, unless otherwise ordered by the Board of Directors. Special assessments, should such be required by the Board of Directors, shall be levied in the same manner as hereinbefore provided for regular assessments and shall be payable in the manner determined by the Board of Directors, in accordance with the provisions of the Declaration.

(a) When the Board of Directors has determined the amount of any assessments, the Treasurer of the Association shall mail or present to each Lot Owner a statement of his Lot assessment. All assessments shall be payable to the Treasurer of the Association and, upon request, said Treasurer shall give a receipt for each payment made to him.

(b) The Board of Directors shall adopt an operating budget for the calendar year pursuant to the Declaration.

**Section 5. FUNDS.** All sums collected by the Association from assessments may be commingled in a single fund or divided into more than one fund as determined by the Board of Directors of the Association. All assessment payments by a Lot Owner shall be applied as to interest, delinquencies, costs, late charges, attorney's fees, other charges, expenses, and advances, as provided herein and in the Declaration, and general or special assessments, in such manner and amounts as the Board of Directors determines in its sole discretion.

**ARTICLE VII**

**ACQUISITION OF LOTS**

At any foreclosure sale of a Lot the Board of Directors may, with the authorization and approval of Voting Members casting not less than a majority of the total votes of the members present at any regular or special meeting of the members wherein said matter is voted upon, acquire, in the name of the Association, or its designee, a Lot being foreclosed. The term "foreclosure", as used in this Article, shall mean and include any foreclosure of any lien, including the Association's lien for assessments. The power of the Board of Directors to acquire a Lot at any foreclosure sale shall never be interpreted as any requirement or obligation on the part of the said Board of Directors or of the Association to do so at any foreclosure sale, provisions hereof being permissive in nature and for the purpose of setting forth the power of the Board of Directors to do so should the requisite approval of the Voting Members be obtained. The Board of Directors shall not be required to obtain the approval of a Lot Owner at the foreclosure sale of a Lot due to the foreclosure of the Association's lien for assessments under the provisions of the Declaration, notwithstanding the sums that the Board of Directors determines to bid at such foreclosure sale.

**ARTICLE VIII**

**AMENDMENT TO BYLAWS**

These Bylaws may be amended only by the written approval of a majority of a quorum as defined in Article III, Section 4. No amendment of these Bylaws shall change the rights and privileges of the Declarant without the Declarant's prior written approval to said amendments, the same being a condition precedent thereto.

**ARTICLE IX**

**NOTICES**

Every notice that is required to be sent hereunder shall be delivered or sent in accordance with the applicable provisions for notices, as set forth in the Declaration, if any.

**ARTICLE X**

**LIMITATION OF LIABILITY**

The Association, its officers and Directors, shall not be liable for injury or damage caused by a latent condition in the property, nor for any injury or damage caused by the elements or by other owners or persons or by the negligence, carelessness of the party or parties injured.

**ARTICLE XI**

**PARLIAMENTARY RULES**

Robert's Rule of Order (latest edition) shall govern the conduct of the Association's meeting(s) when not in conflict with the Declaration or these Bylaws.

**ARTICLE XII**

**RULES AND REGULATIONS**

Section 1. ADMINISTRATIVE RULES. The Board of Directors may from time to time adopt or amend previously adopted administrative rules and regulations. A copy of the rules and regulations adopted from time to time herein provided, shall be furnished to each Lot Owner.

Section 2. LOT USE & MAINTENANCE RULES. The Board of Directors may from time to time adopt or amend previously adopted rules and regulations governing and restricting the use and maintenance of the Lots, provided, however, that a copy of such rules and regulations, prior to the time same become effective, shall be furnished to each Lot Owner.

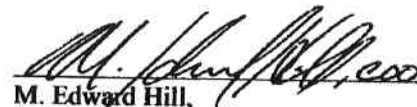
Section 3. CONFLICTS BETWEEN DOCUMENTS. In the event of any conflict between the rules and regulations adopted, or from time to time amended, and the Declaration, the Declaration shall prevail. If any unreconciled conflict should exist or hereafter arise with respect to the interpretation of these Bylaws as between these Bylaws and the Declaration, the provisions of the Declaration shall prevail.

VILLAGES OF HIGHLANDS RIDGE  
HOMEOWNERS ASSOCIATION, INC.  
CERTIFICATE

Sebring Land Limited Partnership, a Florida limited partnership, as successor to Sebring Highlands Builders, LLC, as "Declarant" under the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Villages of Highlands Ridge - Phase IV, a Subdivision, recorded in Official Records Book 1527, Page 0767, Public Records of Highlands County, Florida, does hereby approve the foregoing Amended Bylaws of Villages of Highlands Ridge Homeowners Association, Inc. in accordance with Article VIII thereof.

**Sebring Land Limited Partnership,**  
a Florida limited partnership

By: 27/SSH Corp., a Florida corporation,  
as its General Partner

By:   
M. Edward Hill,  
Chief Operating Officer

STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of April, 2010, by M. Edward Hill, as Chief Operating Officer of 27/SSH Corp., a Florida corporation, in its role as the General Partner of Sebring Land Limited Partnership, a Florida limited partnership, on behalf of the limited partnership. Said person did not take an oath and (check one)  is personally known to me,  produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit: \_\_\_\_\_



  
NOTARY PUBLIC

VILLAGES OF HIGHLANDS RIDGE  
HOMEOWNERS ASSOCIATION, INC.  
CERTIFICATE

A. G. Bartholomew, as President of Villages of Highlands Ridge Homeowners Association, Inc., representing all of the lot owners, under the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Villages of Highlands Ridge - Phase IV, a Subdivision recorded in O.R. Book 1527, Page 767, Public Records of Highlands County, Florida, does hereby certify that a majority of said lot owners have signed an instrument approving the foregoing Amended Bylaws of The Villages of Highlands Ridge Homeowners Association, Inc., in accordance with Article VIII of same.

The Villages of Highlands Ridge  
Homeowners Association, Inc.

By: *A.G. Bartholomew*  
A. G. Bartholomew, President

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 4th day of ~~April~~ <sup>May</sup>, 2010, by A. G. Bartholomew, President of The Villages of Highlands Ridge Homeowners Association, Inc., a Florida corporation. Said person did not take an oath and (check one)  is personally known to me,  produced \_\_\_\_\_ as identification.

*Thomas L. Nunnallee*  
NOTARY PUBLIC, State of Florida

My Commission Expires:

