

BY-LAWS
OF
HAMILTON CROSSING HOMEOWNERS ASSOCIATION
OF ESCAMBIA COUNTY, INC.

ARTICLE 1.
NAME AND LOCATION

The name of the Corporation is HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the Corporation shall be located at the office of the President of the corporation, but meetings of members and Directors may be held at such places within Escambia County, Florida, as may be designated by the Board of Directors.

ARTICLE 11.
DEFINITIONS

Section 1: "Association" shall mean and refer to HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC., its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may be brought within the jurisdiction of the Association.

Section 3: "Common Area" means and refers to the common areas as defined in the Declaration, as amended, which is primarily the entrance-way to the subdivision.

Section 4: "Declaration" means and refers to the "Declaration of Covenants, Conditions and Restrictions" recorded in Official Record Book 3514 at page 602 of the public records of Escambia County, Florida, as amended by the Supplemental Amendment being recorded simultaneous herewith.

ARTICLE 111.
MEETING OF MEMBERS

Section 1 - Annual Meetings: The first annual meeting of the members shall be held in August of 1997 at a date and place to be determined by the Board of Directors of the corporation.

Section 2 - Special Meetings: A special meeting of the members of the Association may be called at any time by the President or by the Board of Directors, or upon written request of 1/4th of the members of the Association.

Section 3 - Notice of Meetings: 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 30 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. As a matter of policy, there will always be a meeting agenda provided for each meeting, delineating the issues to be discussed and the actions to be voted on by the membership.

Section 4 - Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty percent (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these ByLaws. If, however, such quorum shall not be present or represented at any meeting, another meeting shall be called, subject to the notice/requirement set forth above, and the required quorum shall be one-half of the required quorum at the preceding meeting. Proxies for the first duly called meeting shall be valid for voting at the second meeting.

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 his parcel.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1 - Number: The affairs of this Association shall be managed by a Board of not less than three (3), nor more than nine (9) Directors, all of whom shall be members of the Association.

Section 2 - Term of Office: At the first annual meeting, the members shall elect five Directors for a term of one year. The Directors named in the Articles of Incorporation shall serve for the period of time it takes to incorporate and for one year from the date of incorporation. Thereafter, the Board of Directors shall be elected each year at the annual meeting. The members may determine the number of directors and whether they shall serve staggered terms at the annual meeting or any special meeting called for that purpose.

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/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her 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 his/her actual expenses incurred in

the performance of their duties. This policy shall also be applicable to the Officers of the Association.

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 V.
NOMINATION AND ELECTION OF DIRECTORS

Section I - 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 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 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 make as many nominations for election of 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 must be made from members of the Association.

Section 2 - Election: Election to the Board of Directors shall be by secret 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 Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI.
MEETING OF DIRECTORS

Section 1 - Regular Meetings: Regular meetings of the Board of Directors shall be held monthly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time 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 Director, after not less than three (3) days notice to each Director.

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 VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, if any, and the personal conduct of the members and their guests thereon and to establish penalties for infraction thereof,

(b) suspend the voting rights and right to use the recreational facilities, if any, of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all 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 of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings without valid reasons.

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 meeting of the members, or at any special meeting when such a statement is requested in writing by one-third (1/3rd) of the membership;

(b) supervise all officers, agents and employees, as applicable, 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 parcel at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every member thereto at least thirty (30) days in advance of each annual assessment period, and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

- (d) issue, or to cause an appropriate officer to issue upon demand to any legitimate person or organization, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates to the homeowner, upon his approval to release such a certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded as it may be appropriate;
- (g) cause the Common Area, if any, to be maintained;
- (h) cause the exterior of the dwellings to be maintained, included but not limited to painting and roof repair and /or replacement;
- (l) Until January 1, 1999, or until the first day after the first month of a conveyance to a non-builder owner, the following lots shall be exempt from assessment: Lots 1, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 26 and 36 in Block A. IT IS EXPRESSLY INTENDED THAT THE OWNERS OF SAID LOTS SHALL BE MEMBERS OF THE HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC. Expressly, no lot listed above shall be subject to assessment until January 1, 1999, unless it is conveyed by Kimberly Developers, Inc., and then only if the grantee is not a builder.

ARTICLE VIII.
OFFICERS AND DUTIES

Section 1 - Enumeration of Officers: The officers of this Association shall be a President, such number of Vice-Presidents, 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. The office of Secretary and Treasurer may be held by the same person.

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 of the Association.

Section 3 - Term: The officers of this Association shall be elected annually by the Board at its first meeting after the annual meeting of the members of the Association, and each shall hold office until the following annual meeting unless he shall sooner resign, or shall be removed, or otherwise 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, by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations 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 offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 - Duties: The duties of the Officers are as follows:

President:

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign checks and promissory notes.

Vice-President:

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

Secretary:

(c) 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 or meetings of the Board and of the members or the Association; 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.

Treasurer:

(d) The Treasurer shall receive and deposit in appropriate bank accounts all Moines of the Association and shall disburse such funds as directed by resolution of the Board or Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made

by a public accountant at the completion of each fiscal year; 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 such fiscal report to each member or the Association.

ARTICLE IX.
COMMITTEES

There shall be an Architectural Control Committee, as provided in the amended Declaration of Covenants, Conditions and Restrictions and 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 X.
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 of the Association. The Declaration, the Articles of Incorporation and the BY-LAWS of the Association shall be available for inspection by any member of the Association at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI.
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, together with interest, costs, and reasonable attorney's fees of such action. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area, if any, or abandonment of his/her parcel.

ARTICLE XII.
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC.

ARTICLE XIII.
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 the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2: In the case of any conflict between the Articles of Incorporation and the 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 XIV.
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31 st 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 the Directors of HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC. have hereunto set our hands this 3rd day of ^{October} ~~August~~, 1996.

- (1) Francis A. Montenes
Francis A. Montenes
- (2) Mark Huffman
Mark Huffman
- (3) Patrick Masterson
Patrick Masterson
- (4) Randy Fern
Randy Fern
- (5) Kari Nowak
Kari Nowak

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC., a Florida not for profit Corporation; and

THAT the foregoing BY-LAWS constitute the original BY-LAWS of said Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 3rd day of ^{October} ~~August~~, 1996.

Patricia Masterom

Secretary

Ernie Lee Magaha
Clerk of the Circuit Court
INSTRUMENT 96-340009

RCD Nov 12, 1996 10:48 am
Escambia County, Florida