

Prepared by:
Stephen R. Moorhead, Esquire
Moorhead Law Group, PLLC
127 Palafox Place, Suite 200
Pensacola, FL 32502
CA-1739-001

BYLAWS OF
CARRINGTON PHASE I OWNERS' ASSOCIATION, INC.

ARTICLE I - Name, Registered Office and Registered Agent

Section 1.1. Name. The name of this corporation is CARRINGTON PHASE I OWNERS' ASSOCIATION, INC., hereinafter the "Association."

Section 1.2. Registered Office and Registered Agent. The Association's Registered Agent is Galloway, Johnson, Tompkins, Burr and Smith. The address of the Association's Registered Agent and registered office is 118 E. Garden Street, Pensacola, FL 32502.

ARTICLE II - Definitions

Section 2.1. The terms used in these Bylaws shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions for Carrington, recorded in Official Records Book 7493, at Page 28, as amended by the: (i) First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements recorded in Official Records Book 8010, Page 480; (ii) Notice of Annexation of Carrington Phase Two and Supplemental Declaration to the Declaration of Covenants, Conditions, Restrictions and Easements recorded in Official Records Book 9288, Page 1915; and (iii) Amended and Restated Notice of Annexation of Carrington Phase Two, Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for Carrington Phase Two, and Second Amendment to the Declaration of Covenants, Conditions, Restrictions, and Easements for Carrington recorded in Official Records Book 9400, Page 1858, all of the public records of Escambia County, Florida (as modified as reflected in this Section, the "**Declaration**"), and in the Articles of Incorporation of Carrington Phase I Owners' Association, Inc. (the "**Articles of Incorporation**"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE III - Meetings of Members

Section 3.1. Place of Meetings. Meetings of the Members shall be held at such place (within or outside of the State of Florida) as the Board or Members may from time to time select.

Section 3.2. Annual Meeting. An annual meeting of the Members shall take place in the month of November at such date and time designated by the Board. At the annual meeting, the Members shall elect a Board and transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for it, any Member may call it.

Section 3.3. Special Meetings. Special meetings of the Members may be called by the president, by a majority of the Board, or by the holders of one-fourth or more of the outstanding

votes. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

Section 3.4. Notice of Meetings. A written or printed notice of Members' meetings, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes of the meeting shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be sent to each Member (as of thirty (30) days prior to the date of mailing such notice) at least fourteen (14) days and not more than sixty (60) days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) by United States mail or delivery to the parcel Owner's mailing address reflected on the county property appraiser's website for the county in which the parcel is located. Alternatively, the Association may provide notice by electronic transmission in a manner authorized by the Association if the Member has consented in writing to receive such notice by electronic transmission. Notice must also be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting.

Section 3.5. Waiver of Notice. A Member, either before or after a Members' meeting, may waive notice of the meeting, which waiver of notice must be in writing, and his or her waiver shall be deemed the equivalent of giving notice. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver. Attendance at a Members' meeting, either in person or by proxy of a person entitled to notice, shall constitute a waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, unless the Member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

Section 3.6. Voting Rights. Prior to Turnover, there shall be two (2) classes of membership as set forth in the Declaration. After turnover, each Member shall be entitled at each Members' meeting to one (1) vote per Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members; however, the number of votes for that Lot will not be increased, and the Members must determine among themselves how the Lot's vote may be exercised. Corporations, partnerships, and other entities must notify the Association of the natural person who will be considered a Member of the Association and be entitled to exercise its vote.

Section 3.7. Proxies. A Member entitled to vote may vote in person or by a proxy executed in writing by the Member or his or her attorney-in-fact. In addition, to the extent permitted by the Board and to extent the Association adopted technology that facilitates voting remotely, Members may also cast their votes utilizing such technology and participating via telephone, real-time videoconferencing, or similar real-time electronic or video communication. All proxies shall comply with the provisions of FS 720.306(8), as amended from time to time, be in writing, and be filed with the Secretary at, or prior to, the meeting. Proxyholders may also attend and/or participate via telephone, real-time videoconferencing, or similar real-time electronic or video communication so long as the proxies are delivered to the Secretary at or prior to the meeting and otherwise in compliance with this Section 3.7. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the

person who executed it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

Section 3.8. Quorum. The presence in person or by proxy at a meeting of Members entitled to cast ten percent (10%) of the votes of the membership shall constitute a quorum at Members' meetings for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. At a duly organized meeting, Members present can continue to do business until adjournment even though enough Members withdraw to leave less than a quorum. Decisions that require a vote of the Members must be made by the concurrence of at least two-thirds (2/3) majority of voting interests present, in person or by proxy, at a meeting at which a quorum has been attained, except for a vote for election to the Board. In compliance with FS, as amended from time to time, Members may attend Members' meetings and vote as if physically present via telephone, real-time videoconferencing, or similar real-time electronic or video communication. A Member's attendance via telephone, real-time videoconferencing, or similar real-time electronic or video communication shall count toward the quorum requirements as if such Member was physically present. In the event Members elect not to be physically present at a Members' meeting, a speaker must be used so that the conversation of such Members may be heard by the Board or committee Members attending in person as well as by any Owners present at the meeting. Notwithstanding the foregoing or any other provision of these Bylaws to the contrary, Members may attend and participate via telephone, real-time videoconferencing, or similar real-time electronic or video communication only if a majority of the Board approved such manner of attendance.

Section 3.9. Adjournments. Any meeting of Members may be adjourned. Adjournment of an annual or special meeting to a different date, time, or place must be announced at that meeting before an adjournment is taken, or notice must be given of the new date, time, or place in compliance with Article III, Section 4 except that such notice must be given to new Members as of the new record date who were not Members as of the previous record date. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 3.10. Informal Action by Members. Any action that may be taken at a Members' meeting may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by the holders of not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Association, except the election of the Board must be held at an annual meeting. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing to such action taken. The notice must fairly summarize the material features of the authorized action.

Section 3.11. Voting Lists. The Secretary of the Association shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the registered office of the Association, for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept

open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting.

ARTICLE IV - Board of Directors

Section 4.1. Number, Qualification and Term. The business and affairs of the Association shall be managed by a board consisting of not less than three (3) nor more than seven (7) Directors, who must be Members of the Association, unless appointed by the "Declarant" under the Declaration. Any Member who has criminal charges pending against him or her may not be appointed or elected to a position as a Director. Each Director, except one appointed to fill a vacancy, shall serve his or her term as follows: The initial Board named in the Articles of Incorporation shall hold office as provided therein in staggered three (3) year terms with their successors elected at the annual meeting of the Members at the time of the expiration of those terms. The number of Directors may be increased or decreased by a vote of the Members which must be made by a concurrence of at least two-thirds (2/3) majority of voting interests present, in person or by proxy at a meeting at which a quorum has been attained with the terms to be likewise staggered in a form approved by the Members. Notwithstanding anything to the contrary in these Bylaws, the Declaration, or the Articles, and for the avoidance of doubt, Directors must be Members of the Association; provided, however, that Directors appointed by the "Declarant" under the Declaration need not be Members of the Association.

Section 4.2. Certification. Within ninety (90) days after being elected or appointed to the Board, each Director shall submit written certification to the Association's Secretary that: (i) he or she has read the governing documents of the Association including, but not limited to, all current rules and policies; (ii) that he or she will work to uphold such documents, rules and policies to the best of his or her ability; and (iii) that he or she will faithfully discharge his or her fiduciary responsibility to the Association and the Members. In lieu of the written certification, each Director may complete the curriculum administered by an education provider approved by the Florida Department of Business and Professional Regulation within one (1) year before or ninety (90) days after the date of election or appointment. This certification is valid for the uninterrupted tenure of the Director on the Board, and any Director that does not comply with the requirement shall be suspended from the Board until this requirement is met, with it being the option of the Board to temporarily fill the vacancy of the Director during the period of suspension.

Section 4.3. Vacancies. Any vacancy occurring in the Board, including any vacancy created by reason of an increase in the number of Directors, shall be filled by the affirmative vote of a two-thirds majority of the remaining Directors. A Director elected to fill a vacancy shall hold office until the election of Directors at the end of that staggered term. This provision shall not apply to any vacancy occurring as a result of removal.

Section 4.4. Compensation. Directors shall not receive a salary for their services unless approved by the Members. This will not prevent a Class B Member or an affiliate of a Class B Member from being compensated for management or other services. A Director may serve the Association in a capacity other than Director and receive compensation for the services rendered in the other capacity.

Section 4.5. Removal.

(a) Any Director may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership in accordance with FS 720.303(10). The notice of a meeting of the Members to recall a Director shall state the specific Director(s) sought to be removed. A proposed removal of a Director at a meeting shall require a separate vote for each Director sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Director to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the Members at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the Members. Any Director removed from office shall turn over to the Board within seventy-two (72) hours any and all records of the Association in his or her possession.

(b) A Director charged by information or indictment with a felony theft or embezzlement offense involving the Association's funds or property shall be immediately removed from office. The Board shall fill the Director's vacancy in accordance with these Bylaws until the end of the period of the suspension or the end of the Director's term of office, whichever occurs first. If the charges are resolved without a finding of guilt or without acceptance of a plea of guilty or nolo contendere, the Director shall be reinstated for any remainder of his or her term of office.

Section 4.6. Place of Meetings. The Board may hold annual or special meetings at any place (within or without the State of Florida) that a majority of Directors may by resolution appoint.

Section 4.7. Annual Meeting. The Board shall meet each year immediately after the annual meeting of the Members at the place that meeting has been held to elect officers and consider other business. Special meetings of the Board may be called by the Chairman of the Board or by the President.

Section 4.8. Notice of Meetings. All meetings of the Board and any committee or similar body which a final decision is made regarding the expenditure of Association funds and meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific residential parcel owned by a Member, 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. Notices of all Board meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting must be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency. Notice by electronic transmission may also be provided to Members for Board meetings, committee meetings requiring notice under this Section and annual and special meetings, as long as the manner of the electronic transmission is authorized by law for such meetings and the Members have consented in writing to receive notice by facsimile or e-mail and the Members have provided a facsimile number or e-mail address to be used by the Association.

Section 4.9. Waiver of Notice. A Director may waive in writing notice of a special meeting or annual meeting of the Board either before or after the meeting, and his or her waiver shall be deemed the equivalent of giving notice. Attendance of a Director at any meeting shall constitute waiver of notice of that meeting, unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 4.10. Quorum. Unless otherwise provided for in the Articles of Incorporation, at any meeting of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors in attendance shall be the acts of the Board. To the extent approved by the Board, Directors may attend meetings via telephone, real-time videoconferencing, or similar real-time electronic or video communication by which all Directors participating may simultaneously hear each other during the meeting, as well as by any Members present at the meeting. A Director's participation in a meeting via telephone, real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such Director may vote as if physically present. Members may not attend Board meetings via telephone, real-time videoconferencing, or similar real-time electronic or video communication.

Section 4.11. Adjournment. A meeting of the Board may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 4.12. Electronic or Video Attendance. As set forth above in Section 4.10, the Board may, by majority consent, permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, such as telephone, real-time videoconferencing, or similar real-time electronic or video communication. For the avoidance of doubt, any Director participating in a meeting by means of telephone, real-time videoconferencing, or similar real-time electronic or video communication is deemed to be present in person at the meeting. Notwithstanding any provision herein to the contrary, the meeting must be held at a location that is accessible to a physically handicapped person if requested by a physically handicapped person who has a right to attend the meeting.

ARTICLE V - Nomination and Election of Directors

Section 5.1. Nomination. All nominations for election to the Board shall be taken from the floor at the annual meeting and such nominations may be made from Members. However, all Members of the Association shall be eligible to serve on the Board, and any Member may nominate himself or herself as a candidate for the Board at the meeting where the election is to be held.

Section 5.2. Election. Election to the Board shall be by voice vote or a show of hands, unless objected to by thirty percent (30%) of the Members present at that meeting, in which case, the election shall be by written ballot. The persons receiving the largest number of votes shall be elected (i.e., the Board must be elected by a plurality of the votes cast by eligible voters).

Cumulative voting is prohibited. Any challenge to the election process must be commenced within sixty (60) days after the election results are announced.

ARTICLE VI - Powers and Duties of Board of Directors

Section 6.1. Powers. The Board shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Property; and

(b) Levy reasonable fines, not to exceed \$100.00 per violation, against any Owner, Member, occupant, licensee, tenant, guest or invitee. Such fine or suspension may not be imposed without notice of at least fourteen (14) days to the parcel Owner(s) and, if applicable, the person sought to be fined or suspended and an opportunity for a hearing before a committee of at least three (3) Members appointed by the Board who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee of the Association. If the committee, by majority vote, does not approve a proposed fine or suspension, it may not be imposed. If approved, the proposed fine or suspension is imposed without further Board action. If imposed, the Association must give written notice of the fine or suspension by U.S. Mail or hand delivery to the Member, Owner and tenant, occupant, guest, invitee, or licensee. Payment for any fine is due on or before five (5) days from the committee meeting approving the fine. Any suspension is effective on the date of the written notice; and

(c) Fine any Member because of the failure of the Member to pay assessments or other charges when due; and

(d) Declare the office of a Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by these Bylaws, or the Articles of Incorporation, and which are not reserved to the membership by other provisions of these Bylaws, or the Articles of Incorporation.

Section 6.2. Duties. It shall be the duty of the Board to:

(a) Cause to be kept a complete record of all its acts and Association 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 one-fourth of the Owners;

(b) Supervise all Officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) With respect to assessments, to mail written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of its due date;

(d) Issue, or to cause an appropriate office to issue, upon demand by any person, a sealed 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 the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability on property owned by the Association if the Directors, in their discretion, deem such insurance necessary;

(f) Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) Cause the Common Property to be improved, repaired and maintained.

Section 6.3. Delegation. The Board shall have the authority to delegate and constitute committees for purposes beneficial to the advancement of the interests of the Association.

ARTICLE VII - Officers, Agents and Employees

Section 7.1. Officers. The executive Officers of the Association shall be chosen by the Board and shall consist of a President, Vice-President, Secretary and Treasurer. Other Officers, assistant officers, agents or employees that the Board from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed. Any two or more offices may be held by the same person. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

Section 7.2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board. The Officer so selected shall hold office until his or her successor is chosen and qualified.

Section 7.3. Removal of Officers and Agents.

(a) An Officer or agent of the Association may be removed by a unanimous vote of the Board, whenever in their judgment the best interests of the Association will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the persons so removed. A Director charged by information or indictment with a felony theft or embezzlement offense involving the Association's funds or property shall be immediately removed from office. The Board shall fill the Director's vacancy in accordance with these Bylaws until the end of the period of the suspension or the end of the Director's term of office, whichever occurs first. If the charges are resolved without a finding of guilt or without acceptance of a plea of guilty or nolo contendere, the Director shall be reinstated for any remainder of his or her term of office.

(b) An Officer charged by information or indictment with a felony theft or embezzlement offense involving the Association's funds or property shall be immediately removed from office. The Board shall fill the Officer's vacancy in accordance with these Bylaws until the end of the period of the suspension or the end of the Officer's term of office, whichever occurs first. If the charges are resolved without a finding of guilt or without acceptance of a plea

of guilty or nolo contendere, the Officer shall be reinstated for any remainder of his or her term of office.

Section 7.4. President: Powers and Duties. The President shall be the chief executive officer of the Association and shall have general supervision of the business of the Association. He or she shall preside at all meetings of Members and Directors and discharge the duties of a presiding Officer, shall present at each annual meeting of the Members a report of the business of the Association for the preceding fiscal year, and shall perform whatever other duties the Board may from time to time prescribe.

Section 7.5. Vice-President: Powers and Duties. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He or she shall also perform whatever duties and have whatever powers the Board may from time to time assign.

Section 7.6. Secretary: Powers and Duties. The Secretary shall attend all meetings of the Directors and of the Members and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He or she shall keep the corporate seal of the Association and when directed by the Board shall affix it to any instrument requiring it. He or she shall give, or cause to be given, notice of all meetings to the Directors or to the Members and shall perform whatever additional duties the Board and the President may from time to time prescribe.

Section 7.7. Treasurer: Powers and Duties. The Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Association in a depository or depositories designated by the Board. He or she shall disburse the funds of the Association and shall render to the President of the Board, whenever they may require it, an account of his or her transactions as Treasurer and of the financial condition of the Association.

Section 7.8. Delegation of Duties. Whenever an Officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other Officer or Officers or to any Director or Directors.

ARTICLE VIII - Special Corporate Acts

Section 8.1. Execution of Written Instrument. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Association, promissory notes, deeds, mortgages, assignments, satisfactions and other evidence of indebtedness of the Association, and other corporate instruments or documents, shall be executed, signed or endorsed by the President or any Vice President or chief executive officer and sealed with the common or corporate seal of the Association.

Section 8.2. Signing of Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the Officer or Officers from time to time designated by the Board.

ARTICLE IX - Amendments

Section 9.1. The power to amend or repeal the Bylaws or to adopt a new code of bylaws is reserved to the Members of the Association. These Bylaws shall be amended only by the affirmative vote of two-thirds of the voting interests of the Association.

Section 9.2. Any proposal to amend the Declaration, Articles of Incorporation, Bylaws, or any amendments or supplements thereto ("Governing Documents") must contain the full text of the provision to be amended and may not be revised or amended by reference solely to the title or number. Proposed new language must be underlined and proposed deleted language must be stricken. If the proposed change is so extensive that underlining and striking through language would hinder, rather than assist, the understanding of the proposed amendment, a notation must be inserted immediately preceding the proposed amendment in substantially the following form: "Substantial rewording. See governing documents for current text." An amendment to a Governing Document is effective when recorded in the public records of the county in which the community is located. An immaterial error or omission in the amendment process does not invalidate an otherwise properly adopted amendment.

ARTICLE X - Assessments

Section 10.1. 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 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 highest legal rate together with costs and reasonable attorneys' fees. Therefore, the Association or an Owner (on behalf of the Association) may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against the property. If the party initiating such action prevails, it shall be entitled to recover reasonable legal fees from the defendant and any such amounts so awarded shall be added to the amount of such assessment. No Owner may waive or otherwise avoid liability for the assessments provided for herein by virtue of non-use of the Common Property or abandonment of his or her Lot.

ARTICLE XI - Loans

Section 11.1. No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE XII - Books and Records

Section 12.1. Books and Records. This Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board and committees. It shall keep at its registered office or principal place of business a record of its Members, giving the names and addresses of all Members.

Section 12.2. Members' Inspection Rights. Any Member, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts,

minutes and records of Members, and to make extracts therefrom. At the Association's option, the records of the Association may be made available electronically via the Internet or by allowing the records to be viewed in electronic format on a computer screen and printed upon request. The Association shall also allow a Member to use a portable device, such as a smartphone, tablet or other technology for scanning/taking pictures to make an electronic copy of the records in lieu of providing the Member with a copy of such records.

Section 12.3. Financial Information. Not later than ninety (90) days after the close of each fiscal year, the Association shall prepare an annual financial report showing in reasonable detail the financial condition of the Association as of the close of its fiscal year, and a statement of sources and uses of funds.

ARTICLE XIII - Deadlock

Section 13.1. Should deadlock, dispute or controversy arise among the Members or Directors of the Association in regard to matters of management and company policy and should the Members, by using their legal power and influence as Members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the Members to arbitration.

Section 13.2. Should the Members or Directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

Section 13.3. Notice shall be given to such objecting or dissenting Members that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining Members at the addresses listed on the Association books.

Section 13.4. The Members shall then select an arbitrator within sixty (60) days of the receipt of such notice of deadlock, upon a unanimous vote of the shares of stock outstanding and entitled to vote. The Members shall reserve the right to replace the arbitrator by unanimous vote of the Owners entitled to vote.

Section 13.5. Should the Members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with FS Ch. 682.

Section 13.6. The decision of the arbitrator shall be final and binding upon all Members. The Members shall vote their shares as the arbitrator shall direct.

Section 13.7. To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the Members to vote as the arbitrator has determined.

ARTICLE XIV - Interested Directors or Officers

Section 14.1. No contract or other transaction between the Association and one or more of its Directors or Officers, or between an Association and any other corporation, partnership, firm, association or other organization in which one or more of its Directors or Officers are directors or officers, or are financially interested, shall either be invalid, void or voidable for this reason alone or by reason alone that such Director(s) or Officer(s) are present at, or participated in, the meeting