

BY-LAWS
OF
OLDE BRIDGE RUN HOMEOWNER'S ASSOCIATION, INC.

I IDENTITY

These are the by-Laws of OLDE BRIDGE RUN HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the ASSOCIATION, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the Office of the Secretary of State of Florida.

II DEFINITIONS

All terms used herein which are defined in the Declaration of Covenants and Restrictions for the OLDE BRIDGE RUN Subdivision shall be used herein with the same meanings as defined in said Declaration.

III LOCATION OF PRINCIPAL OFFICE

The principal office of the ASSOCIATION shall be located at 11950 S.W. 16th Court, Davie, Florida 33325.

IV MEMBERSHIP AND VOTING RIGHTS

1. The members of the ASSOCIATION shall consist of all the OWNERS of LOTS in OLDE BRIDGE RUN. Said membership shall be appurtenant to and may not be separated from ownership of any LOT which is subject to assessment.
2. When one or more person holds an interest in any LOT all such persons shall be members of the ASSOCIATION, however, there shall be only one (1) vote for each LOT, said vote to be exercised as they among themselves determine, as evidenced by a certificate signed by all the record OWNERS designating which member shall be entitled to vote for said LOT. In the event such a certificate is not on file with the ASSOCIATION, no vote for said LOT shall be cast.
3. Assessments and installments hereon not paid when due shall result in the suspension of voting privileges during any period of such nonpayment.

V MEMBERS' MEETINGS

1. The annual members meeting shall be held at the principal office of the ASSOCIATION, unless some other place is designated by the BOARD, at eight o'clock P.M., Eastern Standard Time, on the second Tuesday in February of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day which is not a legal holiday.
2. Special members' meetings, shall be held whenever called by the President or by a majority of the BOARD OF DIRECTOR and must be called by such officers upon receipt of a written request from members entitled to cast one-half of the votes of the entire membership.
3. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the ASSOCIATION and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.
4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants and Restrictions or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, with out notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except where approval by a greater number of members is required by the Article of Incorporation or these By-Laws.

5. Proxies. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.

6. Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

7. The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be:

- a) Election of chairman of meeting;
- b) Calling of the roll and certifying of proxies;
- c) Proof of notice of meeting or waiver of notice;
- d) Reading and disposal of any unapproved minutes;
- e) Reports of officers;
- f) Reports of committees;
- g) Election of inspectors of election;
- h) Election of directors;
- i) Unfinished business;
- j) New business;
- k) Adjournment.

VI BOARD OF DIRECTORS

1. Membership. The affairs of the ASSOCIATION shall be managed by a Board of not less than three (3) nor more than seven (7) directors, the exact number to be determined at the time of election, by the then existing BOARD OF DIRECTORS.

2. Election of Directors. Election of the Directors shall be conducted in the following manner:

- a) Election of directors shall be held at the annual members' meeting.
- b) (2b revised by 2nd amendment to the following): Nominations may be made from the floor.
- c) The election shall be by ballot (unless dispensed 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 on the BOARD OF DIRECTORS occurring between annual meetings of members shall be filled by the remaining Directors.
- e) Any director may be removed by concurrence of two thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy on the BOARD OF DIRECTORS so created shall be filled by the members of the ASSOCIATION at the same meeting.

3. The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

4. The organization meeting of a newly-elected BOARD OF DIRECTORS 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 organization meeting shall be necessary providing a quorum shall be present.

5. Regular meetings of the BOARD OF DIRECTORS 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 mail, telephone or telegraph at least three (3) days prior to the day named for such meeting.

6. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than three(3) days notice of the meeting shall be given personally or by mail, telephone, or telegraph, which shall state the time, place, and purpose of the meeting.

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.

8. A quorum at Directors' meeting shall consist of a majority of the entire BOARD OF DIRECTORS. 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 OF DIRECTORS, except where approval by a greater number of directors is required by the Articles of Incorporation or these By-Laws.

9. Adjourned meetings. If at any meeting of the BOARD OF DIRECTORS 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 reconvened meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

10. Joinder in meeting by approval of minutes. 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 purpose of determining a quorum.

11. The presiding officer of directors' meeting shall be the Chairman of the Board if such an Officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

12. The order of business at Directors' meetings shall be:

- a) Calling the roll.
- b) Proof of due notice of meetings.
- c) Reading and disposal of any unapproved minutes.
- d) Reports of officers and committees.
- e) Election of officers.
- f) Unfinished business.
- g) New business.
- h) Adjournment.

13. Directors fees. No Director shall receive compensation for any service he may render to the ASSOCIATION; except a Director may be reimbursed for his actual expenses incurred in the performance of his duties.

VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. All of the powers and duties of the ASSOCIATION existing under the Articles of Incorporation, these By Laws, and the Declaration of Covenants and Restrictions for the OLDE BRIDGE RUN Subdivision shall be exercised exclusively by the BOARD OF DIRECTORS, its agents, contractors or employees, subject only to approval by members when such is specifically required. (Amended 12/09)

It is specifically required that the BOARD OF DIRECTORS obtain the affirmative vote of a majority of the entire membership, at a regular or special members' meeting, before initiating a lawsuit against any member (s).

The foregoing requirement of obtaining the affirmative vote of a majority of those persons present in person or by proxy at a duly held regular or special meeting of the members prior to initiating a lawsuit against any member(s) shall not apply to: (i) any lawsuit or legal action to collect any regular or special assessments from a member(s), including commencing a foreclosure lawsuit; and (ii) any pre-suit efforts, including, but not limited to, the mediation process required under the Florida Statutes to compel a members compliance with his or her violation of the Declaration Covenants and Restrictions, the Article of Incorporation, these By-Laws, or the Rules and Regulations of the Association.

2. It shall be the duty of the BOARD OF DIRECTORS with reference to assessments of the ASSOCIATION:

- a) To fix the amount of the Assessment against each LOT for each assessment period at least fifteen (15) days in advance of such date or period.
- b) To prepare a roster of the LOTS and assessments applicable thereto which shall be kept in the office of the ASSOCIATION and shall be open to inspection by any member.
- c) To send written notice of each assessment to every member subject thereto.

VIII OFFICERS

1. The executive officers of the ASSOCIATION shall be a President, who shall be a Director, a Treasurer, and Secretary, all of whom shall be elected annually by the BOARD OF DIRECTORS and who may preemptorily be removed by vote of the Directors at any meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary. The BOARD OF DIRECTORS shall from time to time elect such officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION. Each officer shall hold office until his successor has been duly elected and qualified.
2. The President shall be the chief executive officer of the ASSOCIATION. He shall have the powers and duties which are usually vested in the office of President of an ASSOCIATION, including, but not limited to, the power to appoint committees from among the members from time to time as he may in his discretion determine appropriate and to assist in the conduct of the affairs of the ASSOCIATION.
3. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices as required by law. He shall have custody of the seal of the ASSOCIATION and affix the same 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 an ASSOCIATION and as may be required by the Directors or the President.
4. The Treasurer shall have custody of all property of the ASSOCIATION, including funds, securities and evidences of indebtedness. He shall keep the books of the ASSOCIATION in accordance with good accounting practices; and he shall perform all other duties incident to the office of the Treasurer.
5. The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Directors. This provision shall not preclude the BOARD OF DIRECTORS from employing a Director as an employee of the ASSOCIATION nor preclude the contracting with a Director for the management of the ASSOCIATION.
6. Books and Records. The books, records, and papers of the ASSOCIATION shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the ASSOCIATION shall be available for inspection by any member at the principal office of the ASSOCIATION.

IX COMMITTEES

1. The standing committees of the ASSOCIATION shall be:

The Nominating Committee
The Maintenance Committee

Each committee shall consist of a chairman and two (2) or more members and shall include a member of the BOARD OF DIRECTORS. The committees shall be appointed by the BOARD OF DIRECTORS within thirty (30) days after each annual meeting of the BOARD OF DIRECTORS, to serve until succeeding committee members have been appointed. The BOARD OF DIRECTORS may appoint such other committees as it deems advisable.

2. The Nominating Committee shall have the duties and functions described in these By-Laws.
3. The Maintenance Committee shall advise the BOARD OF DIRECTORS on all matters pertaining to the maintenance, repair or improvement of property in OLDE BRIDGE RUN and shall perform or seek the performance of such other functions as the BOARD, in its discretion, determines.
4. It shall be the duty of each committee to receive complains from members on any matter involving ASSOCIATION functions, duties, and activities within its scope of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director or officer of the ASSOCIATION which is further concerned with the matter presented.

X PARLIAMENTARY RULES

Roberts' Rules of Order (latest edition) shall govern the conduct of the ASSOCIATION meetings when not in conflict with the Declaration of Covenants and Restrictions, Articles of Incorporation or these By-Laws.

XI AMENDMENTS

These By-Laws may be altered, amended or repealed by resolution of the BOARD OF DIRECTORS provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the approval in writing by all members.

The foregoing were adopted as the By-Laws of OLDE corporation not profit under the laws of the State of Florida, at the first meeting of the BOARD OF DIRECTORS on September 12, 1979.