

**BY-LAWS OF  
SPANISH GATES II COMMUNITY ASSOCIATION, INC.**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is **SPANISH GATES II COMMUNITY ASSOCIATION, INC.** hereinafter referred to as the "Association" The principal office of the corporation shall be located at 17774 NW US HWY 441, High Springs, FL 32643, but meetings of members and directors may be held at such places within the State of Florida, County of Alachua, as may be designated by the Board of Directors.

**ARTICLE II**  
**DEFINITIONS**

**Section 1.** "Association" shall mean and refer to **SPANISH GATES II COMMUNITY ASSOCIATION, 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 hereafter be brought within the jurisdiction of the Association.

**Section 3.** "Common Area" shall mean all real property (including any improvements thereto) maintained by the Association for the common use and enjoyment of the Owners. The Common Area to be maintained by the Association at the time of the conveyance of the first lot is described as follows: All landscaping and improvements within the dedicated areas which are not otherwise accepted for maintenance under applicable law.

**Section 4.** "Lot" shall mean any of the numbered platted lots of "SPANISH GATES II SUBDIVISION" and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

**Section 5.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 6.** "Declarant" shall mean and refer to **Spanish Gates II, a Florida limited liability company**, its successors and assigns.

**Section 7.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Clerk of the Circuit Court in and for Alachua County, Florida.

**Section 8.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III**  
**MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the members shall be held within 90 days of the turnover of the Declarant and each subsequent regular annual meeting of the members shall be held at the time and place determined by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

**Section 2. Special Meetings.** Special Meetings of the members may be called at any time by the president or by two (2) or more members of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

**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, either by mailing a copy of such notice, postage prepaid, at least fifteen (15) 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 or by email if a member has granted permission to receive association correspondence electronically to the email address provided by member. 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.

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, Twenty-five percent (25%) of the votes of each class of 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, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**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 of the Association and shall not extend beyond a period of twelve (12) months. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. No one person may hold more than five (5) proxies.

**ARTICLE IV**  
**BOARD OF DIRECTORS:**  
**SELECTION; TERM OF OFFICE**

**Section 1. Number.** The affairs of this Association shall be managed by a Board of at least three (3) and no more than nine (9) directors, who need not be members of the Association.

**Section 2. Term of Office.** At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect, for a term of three years, the number of directors to replace the director or directors whose terms have expired.

**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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his 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 actual expenses incurred in the performance of his duties.

**Section 5. Action Taking 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 1. 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 consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. 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 make as many nominations for election to 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 may be made from among members or non-members. In addition, nominations for the Board of Directors may be made by petition, signed by more than twenty (20) members of the Association, provided that such petitions are filed with the secretary of the Association at least ten (10) days before the date of the meeting at which the Directors are to be elected.

**Section 2. Ballot.** Election to the Board of Directors shall be by secret written ballot which shall (a) describe the vacancies to be filled and (b) set forth the names of those nominated by the Nominating Committee for such vacancies and those nominated by petition timely filed with the secretary of the Association. 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. In the event that the number of nominees equal the number of seats to be filled, they are elected by acclamation and no vote is necessary.

## **ARTICLE VI** **MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held as determined by the Board of Directors 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 on 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 two (2) directors, after not less than three (3) days' notice to each director, except in the case of an emergency.

**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) To adopt and publish rules and regulations governing the use of all common areas or any portion of the Properties and this Association's activities so long as such rules are consistent with the rights and duties established by the recorded documents;
- (b) Suspend the voting rights 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 the Bylaws, 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 regular meetings of the Board of Directors; and
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**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 annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote.
- (b) Supervise all officers, agents and employees 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 at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject 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 due date or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a 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 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, directors and officers liability insurance and fidelity coverage for the dues collected by the HOA.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(g) Cause the landscaped areas to be maintained.

## **ARTICLE VIII** **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president and vice-president, 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.

**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.

**Section 3. Term.** The officers of this Association shall be elected annually by a majority vote of the Board and each shall hold office for one (1) year unless he or she 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. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation 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 office he 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 (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article VIII.

**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 all checks and promissory notes. The President or Board of Directors may authorize an employee or manager of the association to sign checks for expenditures that are authorized in the approved budget or approved by the board.

#### 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 of meetings of the Board 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 required by the Board. These duties may be assigned to an employee or manager of the association.

#### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented the membership at its regular annual meeting, and deliver a copy of each to the members. A resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. These duties may be assigned to an employee or manager of the association.

### **ARTICLE IX COMMITTEES**

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities in its field of responsibility. The committee shall dispose of such complaints, as it deems appropriate or refer them to the Board of directors.

### **ARTICLE X 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 delinquent. If the assessment is not paid within ten (10) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (10%) 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, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

### **ARTICLE XI CORPORATE SEAL**

The Association shall not be required to have a seal.

### **ARTICLE XII AMMENDMENTS**

**Section 1.** These Bylaws 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 amcnments while there is Class B membership.

**Section 2.** Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

### **ARTICLE XIII**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

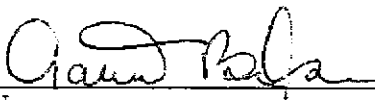
### **ARTICLE XIV** **WATER MANAGEMENT DISTRICT**

Amendments to the Bylaws which directly or indirectly impact operation and maintenance of the Surface Water Management System, including, but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other Surface Water Management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owners in common, may be made only after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully-adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the Bylaws which do not impact operation of maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any and all such amendments shall be forwarded to the District within thirty (30) days of approval. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member or any representative of Suwannee River Water Management District.


At any meeting, whether annual or special called meeting, of the Members or Directors, at which a Motion is made concerning the Surface Water or Storm Water Management System(s) a Motion may only be voted upon at a meeting at which the Suwannee River Water Management District has been given at least 10 days written notice and to which the Suwannee River Water Management District is invited to attend by its representatives.

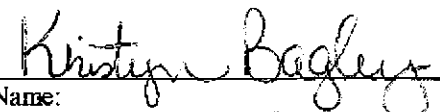
**IN WITNESS WHEREOF**, we, being all of the directors of the **SPANISH GATES II COMMUNITY ASSOCIATION, INC.** hereunto set our hands this 26th day of September 2006.

Witnesses:

  
Name: \_\_\_\_\_

GARRETT BUZBEE  
Name: \_\_\_\_\_

  
Joel B. Buzbee, Director

  
Name: \_\_\_\_\_

Kristyn Bagby  
Name: \_\_\_\_\_