

EXHIBIT "C"

INSTRUMENT # 2206038  
40 PGS

BY LAWS OF

**WYNDWEPT HILLS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is WYNDWEPT HILLS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 14110 NW 21<sup>st</sup> Lane, Gainesville, Florida, 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 WYNDWEPT HILLS HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

**Section 2.** "Properties" shall mean and refer to that certain real property described in Exhibit "A", of the Declaration of Restrictions and Maintenance Covenants attached hereto.

**Section 3.** "Common Areas" shall mean and refer to the platted road right of way and entrance way, title or control to which shall be vested in the Association and shall include all real property and any improvements located thereon and all personal property and any improvements located thereon and all personal property, from time to time, owned by and/or intended to be devoted to the use and enjoyment of all Members of the Association and maintained by the Association as common expense. The Association shall also have ownership rights to the ingress, egress and public utilities easements, signage easements, drainage easements, as depicted on said plat. The lots on which said easements are located shall be subject to the rights of all Members of the Association to make use of the easements for the benefit intended.

**Section 4.** "Lot" shall mean an individual parcel as shown on the site plan of WYNDWEPT HILLS.

**Section 5.** "Owner" shall mean and refer to the Owner of any Lot.

**Section 6.** "Declarant" shall mean and refer to WYNDWEPT HILLS, LLC., its successors and assigns.

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

**Section 8.** "Member" shall mean and refer to those Owners who are Members of the Association as provided in the Articles of Incorporation for the Association.

INSTRUMENT # 2206038  
40 PGS

**ARTICLE III  
MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the 3rd Tuesday of January each year thereafter. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held 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 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, by mailing a copy of such notice, postage prepaid at least 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. 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, a majority 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 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, without notice other than announcement of 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

**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 five (5) Directors.

**Section 2. Term of Office.** The Terms of Office shall be as set forth in the Articles of Incorporation.

**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.

INSTRUMENT # 2206038  
40 PGS

**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 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 1. Nomination.** Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee, if any, 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 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.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot, or, if unanimously agreed upon by the Members, by acclamation. 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 person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI  
MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held periodically, as necessary, without notice, at such place and hour as maybe fixed from time to time by resolution of the Board.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by two Directors, after not less than three (3) days notice to each Director.

**Section 3. Quorum.** A majority of the number of Directors shall constitute 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**

INSTRUMENT # 2206038  
40 PGS

**Section 1. Powers.** The Board of Directors shall have all powers and authority as permitted under the laws of the State of Florida, which shall include but not be limited to the following:

- (a) Adopt and publish Rules and Regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (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 50 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 position 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 without just cause; and
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** Although not intended to be complete, the duties of the Board of Directors shall include:

- (a) Cause to be kept a complete record of all its acts and corporate affairs;
- (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 set the annual budget and assessments, collect assessments and enforce any Claim of Lien filed;
- (d) Issue, or to cause an appropriate office 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;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or affordable;

INSTRUMENT # 2206038  
40 PGS

(g) Cause the Common Area to be maintained.

**ARTICLE VIII  
OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Officers.** 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/or treasurer, and such other officers as the Board may from time to time by resolution create. The secretary and treasurer need not be members of the Board of Directors.

**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 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 officer replaced.

**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 include but are not limited to the following:

**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 leases, mortgages, all deeds and other written instruments for the Association and shall sign all checks and promissory notes payable by the Association.

INSTRUMENT # 2206038  
40 PGS

**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; service 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.

**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; keep proper books of account; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular meeting, or deliver a copy of each to the Members.

**ARTICLE IX  
COMMITTEES**

The Association shall appoint an Architectural Committee, as provided in the Declaration, and, if deemed necessary by the Board, select a Nominating Committee for the purposes set forth in Article V herein. 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. The Declaration, 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, 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.

**ARTICLE XII  
CORPORATE SEAL**

The Association shall maintain a seal in circular form having within its circumference the words: WYNDSWAPT HILLS HOMEOWNERS ASSOCIATION, INC.

INSTRUMENT # 2206038  
40 PGS

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.

Section 2. In the case of any conflict between the Articles of Incorporation and these 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 1st 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.

IN WITNESS WHEREOF, We, being all of the Directors of WYNDSWEEP HILLS HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 22<sup>nd</sup> day of June, 2005.

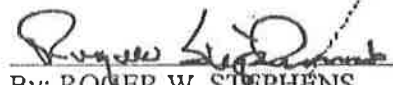
WYNDSWEEP HILLS HOMEOWNERS  
ASSOCIATION, INC.



By: THOMAS H. TONNELIER  
President



By: WAYNE C. BRYANT  
Secretary-Treasurer



By: ROGER W. STEPHENS  
Vice President



INSTRUMENT # 2206038  
40 PGS

EXHIBIT "D"

