

B Y - L A W S

SUMMERPLACE IMPROVEMENT ASSOCIATION, INC.

As revised November, 1982

ARTICLE I - NAME

The name of this Corporation shall be SUMMERPLACE IMPROVEMENT ASSOCIATION, INC., a Florida non-profit Corporation, and all real and personal property acquired and owned by the Corporation shall be taken and held in the name of this Corporation.

ARTICLE II - MEMBERSHIP

SECTION 1. QUALIFICATIONS:

(a) To be qualified for membership in this Association, the applicant must be a party to a written contractual agreement to purchase or lease property of Summerplace, Unit I or II, or a donee, devisee, or beneficiary of a valid gift, devise or inheritance of Summerplace Lot, except as otherwise provided in these By-Laws and the Declaration of Restrictions, Limitations, Conditions and Agreements and subsequent amendments which have been filed on the public records of Indian River County. The applicant must possess good moral character and meet such additional qualifications as shall be prescribed by these By-Laws or the Board of Directors, and must meet with three members of the Board of Directors for an interview. Prior to any individual receiving title to a Summerplace Lot, they must be approved by the Board of Directors for membership in this Association. In the event said individual is not approved for membership, the individual shall not be qualified to purchase a lot in Summerplace I or II.

(b) Membership in this Association shall not be limited to natural persons, and shall include corporations, general partnerships, limited partnerships and land trusts provided, however, that in the event any of the prior named entities are applying for membership other than the natural person, the Shareholder partner or beneficiary must be approved by the Board of Directors of the Association and the officer, director, Trustee or limited partner must be disclosed as to their identity.

SECTION 2. MANNER OF ADMISSION: Every person desiring to become a member of this Association shall make written application to the Secretary of the Corporation on forms prescribed by the Board of Directors. The Board of Directors shall make such investigation of the applicant as it shall deem advisable. Any applicant may be rejected by the Board of Directors without cause, and no reason for such rejection shall be given the applicant. The Secretary of the Corporation shall notify the applicant of the acceptance or rejection of his application.

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SECTION 3. RIGHTS OF MEMBERS: All voting rights in the Association shall be vested in the membership, with each member being entitled to one vote. Memberships can be transferred only through the Association with the written consent of the Board of Directors. In the event of a sale of the Corporate assets and a liquidation of said Corporation, the net proceeds therefrom shall be distributed to all members in proportion to the amount of dues paid.

SECTION 4. TERMINATION OF MEMBERSHIP: Membership in the Association may be terminated:

(a) By failure to pay maintenance fees and assessments provided herein: The Board of Directors may take such action as it deems necessary for the collection of the sums required by these By-Laws to be paid. The rights and privileges of membership of a defaulting member and of the members of his or her immediate family, guests or tenants, shall be suspended by the Board of Directors and shall be suspended, so long as any such sums shall remain unpaid and in default. The Board of Directors may, in its discretion, terminate the membership of any member thus in default.

(b) For cause: If any member be charged by any other member with conduct deemed injurious or detrimental to the interests or welfare of the Association, its peace or order, or with conduct unbecoming to a member, or with violations of the By-Laws or the rules and regulations of the Association, such charge or charges shall be put in writing and addressed to the Board of Directors. The Board of Directors shall consider such charges, and if, in its opinion, disciplinary action is warranted, it shall then hold a hearing on twenty days notice to the defendant, and if in the majority opinion the charges be justified, the guilty member may be suspended or expelled from the membership of the Association. The decision of the Board of Directors shall be final.

(c) Resignation: Upon termination of membership in this Association for any cause, all privileges shall thereupon cease. Termination of membership shall not, however, release the right of the Association against the person whose membership is terminated for unpaid annual dues or other fees and charges.

SECTION 5. RULES AND REGULATIONS: Each member of the Association shall be bound by and shall conform to and abide by the By-Laws, amendments and supplements thereto, and all rules and regulations which may from time to time be adopted by the Association.

SECTION 6. TRANSFERABILITY OF MEMBERSHIP: No membership nor attribute of membership in this Association is vested in the members. No membership can be assigned, transferred, pledged, sold or conveyed except upon written approval of a majority of the Board of Directors. Application for such transfers, etc., shall be made to the Board of Directors in writing upon forms from time to time prescribed by the Board of Directors.

SECTION 7. INHERITABILITY OF MEMBERSHIPS: No membership nor attribute of membership is inheritable. Upon the death of any member, privileges of membership enjoyed by the immediate family shall continue for a period of one year. The surviving spouse shall automatically be entitled to membership

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however, any other member of the immediate family must apply for membership in the Association. Joint membership shall be treated, for purposes of voting and payment of dues and assessments, as only one membership.

ARTICLES III - OFFICERS

SECTION 1. EXECUTIVE OFFICERS: Officers of the SUMMERPLACE IMPROVEMENT ASSOCIATION, INC., shall be a president, a vice-president, a secretary, treasurer and such other officers and assistants to officers as the Board of Directors shall from time to time deem necessary. Each officer must be a member of the Association except the secretary, treasurer and assistant officers need not be members. The executive officers shall be elected annually by the Board of Directors. They shall take office immediately after election.

SECTION 2. DUTIES OF THE PRESIDENT: The duties of the president shall be to preside at all meetings of the members of the Association and to do all things and perform all acts incident to the office of president of the Association. He shall appoint all members of standing committees, subject to confirmation of the Board of Directors; he shall appoint all special committees. He shall have power to remove any member of a standing committee, subject to the confirmation of the Board of Directors. He shall have power to remove any member of any special committee. He shall be an ex-officio member of all committees and of the Board of Directors of which he shall be an ex-officio chairman, but shall have the right to vote as a member of such Board only in the event of a tie.

SECTION 3. DUTIES OF THE VICE-PRESIDENT: It shall be the duty of the vice-president to perform the duties of the President due to his absence, illness or disability.

SECTION 4. DUTIES OF THE SECRETARY: The duties of the secretary shall be to keep the books provided for that purpose and accurate minutes of all meetings and proceedings of the members and the Board of Directors; to keep a register of the names and addresses of all members of the Association, and to perform such other duties and to keep such other records as the Board of Directors may from time to time direct.

SECTION 5. DUTIES OF THE TREASURER: The duties of the treasurer shall be to collect all monies that he is directed to collect from the members by the Board of Directors, and to receipt therefor and to deposit the same in such bank or banks as the Board of Directors may direct; to pay all bills and properly audit the same; to make a report of all receipts and disbursements, together with all properties and monies on hand to the Association at its annual meeting and to the Board of Directors when required; to perform such other duties as the Board of Directors may direct, and in general perform all duties usually incident to the office of Treasurer of the Association. All disbursements on behalf of the Association shall be by check unless otherwise

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authorized by the Board of Directors, and all checks shall be signed by any two officers or directors authorized and designated by the Board of Directors to sign checks.

ARTICLE IV

SECTION 1. The property, business and affairs of the Association shall be managed and controlled by a Board of Directors. The said Board of Directors shall consist of five members and the president of the Association, each of whom must be a member of the Association. The directors shall be elected at the annual meeting from a slate of nominations presented by the Nominating Committee and nominations made from the floor at the annual meeting. Each director elected by the members shall serve for a period of one year from the date of his election. Termination of a director's membership in the Association shall operate as an automatic resignation of his office.

SECTION 2. In the event a vacancy occurring in the Board of Directors for any reason whatsoever, the remaining directors shall appoint a member to serve as director for the unexpired term.

SECTION 3. An annual meeting of the Board of Directors shall be held at Summerplace each year immediately upon the conclusion of the annual membership meeting.

SECTION 4. Additional meetings of the Board of Directors shall be held when called by the President or by a majority of the Board of Directors, upon three days written notice to each member of the Board, or upon personal telephone notification 24 hours in advance of said meeting; provided, however, that when all members of the Board of Directors shall be present at any meeting however called or notified, or shall sign their written consent thereto in the record of such meeting, the acts of such meeting shall be valid the same as if such meeting had been legally called. A majority of the entire Board of Directors shall be considered a quorum for the purpose of transacting business. All meetings of the Board of Directors shall be held at Summerplace unless the directors unanimously consent to the meetings being held elsewhere.

SECTION 5. The Board of Directors shall have control and jurisdiction of all physical properties and facilities of the Association, and shall have jurisdiction over the manner in which those properties and facilities shall be used or operated. The Board of Directors shall provide for reasonable maintenance and operation of the Association's properties. The Board of Directors shall control the purchase and sale of all supplies and all articles used by the Association, and all persons employed by the Association; and shall make or authorize the making of all contracts necessary or incidental for any of the purposes deemed by the Board to be necessary or expedient for the accomplishment of any of the purposes.

The Board of Directors shall not, however, have power to sell, mortgage, or voluntarily encumber any real estate owned by the Association, unless such action shall first be approved by a majority of the members present at a meeting properly held and qualified. The Board of Directors shall take action and conduct hearings on charges made against members of the Association or default in

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the payments called for under these By-Laws, or for misconduct, and it shall determine the penalty therefor. The Board of Directors shall hold hearings upon any charges brought against any member, and if the nature of the offense in the opinion of the majority of the Board of Directors present at such meeting warrants the same, the Board of Directors may, upon affirmative vote of the majority of the Board of Directors present at such meeting, suspend such member from all privileges of the Association or may expel such member from further membership in the Association.

SECTION 6. The Board of Directors shall have power, or may delegate to the President the power to appoint and fix the authority and duties of standing committees and such other committees as may from time to time be considered necessary and advantageous, but no member shall be appointed to a committee for a term continuing beyond the next annual meeting of the Board of Directors.

ARTICLE V - ANNUAL MEETINGS OF MEMBERSHIP

SECTION 1. The majority of the membership, either in person or by proxy, shall constitute a quorum at all meetings of the membership.

SECTION 2. The annual meeting of the membership shall be held on the first or second weekend of November in each year at a time specified by the Directors, at Summerplace, when they shall elect by plurality vote by ballot that member or members of the Board of Directors then standing for re-election, each member being entitled to one vote on each such vacancy to be filled.

SECTION 3. All proxies shall be in writing and shall be filed with the Secretary before the meeting at which the same are intended to be used.

SECTION 4. Notice of the annual meeting of the membership and of any special meeting thereof shall be mailed to each member at his home address as the same appears on the records of the Association at least ten days prior to the meeting. Any member may waive the giving of such notice. Such notice shall state the purpose for which the meeting is called, and the time and place it is to be held.

SECTION 5. If at such annual meeting a majority of the members shall not be present, a majority of the members present shall have the power to adjourn to a day certain.

SECTION 6. Special meetings of the members may be called by the majority of the Board of Directors or by the President upon the request of a majority of the members of the Association. Special meetings may be held only at Summerplace. The President shall direct the Secretary to send out notices of any such special meetings which shall be held no less than five days subsequent to the date of the mailing of such notice. The notice shall specify the purposes of the meeting.

ARTICLE VI - DUES, FEES AND ASSESSMENTS

SECTION 1. INITIATION FEES: The Board of Directors shall have the right to

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establish an initiation fee as a requirement for admission to membership, provided such initiation fee shall not exceed the sum of \$100.00. Upon termination of any membership for any reason, the initiation fee shall not be repaid to any member.

SECTION 2. ASSESSMENTS: The Board of Directors shall have the power to levy and collect assessments from members of the Association for Association purposes, including the maintenance, repair, operation, beautification, and/or improvement of any Association property or other legitimate Association purposes, subject to the approval of the majority of the members of the Association present at a regular or special meeting of the members called for that purpose.

SECTION 3. LEVYING AND COLLECTING FEES AND ASSESSMENTS: All fees and assessments for any purpose provided in these By-Laws shall be due and payable as of the date the statements are mailed to the members. Statements mailed shall be directed to the addresses of the members as the same appear on the Association records. The assessments shall be paid to the Treasurer at his residence, or to his order at the authorized depository or bank of the Association, and the Treasurer shall give a receipt for each payment made directly to him.

If a duly levied fee or assessment be not paid within thirty days after the same becomes due, a notice of default to the delinquent member shall be forwarded by certified mail, return receipt requested. If payment is not received within thirty days after the mailing or notice of default, the Association may take whatever legal recourse it deems best and is available against a defaulting member, including placing a lien for assessment against the real property owned by the member in default for collection of the delinquent assessment, plus the highest interest rate allowed by law from the date of delinquency. In the event legal action is taken, the member agrees to reimburse the Association for reasonable attorneys' fees and costs incurred.

ARTICLE VII - COMMITTEES

SECTION 1. STANDING COMMITTEES shall be as follows:

Nominating Committee  
House Committee  
Finance Committee  
Architectural Review Committee

The Nominating Committee shall consist of four members appointed by the president to present a slate of nominations for the Board of Directors which shall be sent to the members along with a notice of the annual meeting, prior to the annual meeting. The Committee is to be appointed and nominations sent to the secretary for typing by September 1.

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The House Committee shall have general charge and supervision of all recreational facilities of the Association, and shall, subject to the approval of the Board of Directors, make the rules governing the conduct of members using such facilities.

The Finance Committee shall consist of three members, the Chairman of which shall be a member of the Board of Directors, and shall have such duties as may be assigned to it by the Board of Directors.

The Board of Directors of SUMMERPLACE IMPROVEMENT ASSOCIATION, INC., at the annual meeting shall appoint an Architectural Review Committee to examine and approve, if acceptable, any plan of cottage to be constructed in SUMMERPLACE. The plan for such cottage shall conform to existing cottages. Such Committee shall be composed of three members.

ARTICLE VIII

These By-Laws may be repealed, altered, amended, or added to by an affirmative vote by a majority of the members voting at any annual meeting or any special meeting called for that purpose.

Marion B. Ball  
Marion B. Ball, Secretary

APPROVED:

SUMMERPLACE IMPROVEMENT ASSOCIATION, INC.

BY: Peter Hand  
Peter Hand, President

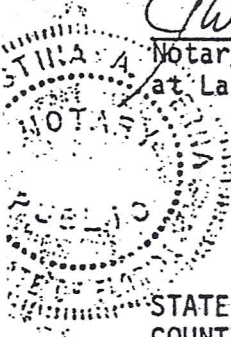
STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

PETER HAND, after being duly sworn, on his oath deposes and says that he was President of SUMMERPLACE IMPROVEMENT ASSOCIATION, INC., on the 4th day of November, 1982.

Peter Hand  
Peter Hand

Sworn to and subscribed before me this 4th day of November, 1982.

Christina A. Perina  
Notary Public, State of Florida  
at Large. My Commission Expires:  
8/9/86



STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

MARION B. BALL, after being duly sworn, on her oath deposes and says that she was Secretary of SUMMERPLACE IMPROVEMENT ASSOCIATION, INC., on the 4th day of November, 1982.

Marion B. Ball  
Marion B. Ball

Sworn to and subscribed before me this 4th day of November, 1982.

Christina A. Perina  
Notary Public, State of Florida  
at Large. My Commission Expires:  
8/9/86

