

BY-LAWS
OF
SANDAL COVE ASSOCIATION, INC.

A corporation not for profit
under the Laws of the State of Florida

I.

Identity

Section 1. These are the By-Laws of SANDAL COVE ASSOCIATION, INC., called Association by these By-Laws, 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 April 7, A. D. 1973. The association has been organized for the purpose of administering condominiums pursuant to Chapter 711, Florida Statutes, called the Condominium Act in these By-laws, which condominiums are identified by the name SANDAL COVE CONDOMINIUM I, 1001 Bayshore Drive, Safety Harbor, Florida, and are located upon the lands described in the Declaration of Condominium.

Section 2. The office of the Association shall be at 1001 Bayshore Drive, Safety Harbor, Florida.

Section 3. The Association shall operate upon the calendar year beginning on the 1st day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to a fiscal year basis whenever deemed expedient and for the best interests of the Association.

Section 4. The seal of the Association shall bear the name of the Association, the word "Florida," and the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:



II.

Definitions

Section 1. All words, phrases, names and terms used

in these By-Laws, the Declaration of Condominium, the Articles of Incorporation of the Condominium Association, and Exhibits E and F attached to said Declaration shall have the same meaning and be used and defined the same as they are in the Condominium Act unless the context of said instruments otherwise requires.

III.

The Association

Section 1. Members. The owners of the condominium parcels shall be the members of this Association.

Handwritten note: Parcels are members

a. Any legal entity capable of ownership of real property under the Laws of Florida shall be eligible for membership.

b. Any legal entity, upon acquiring title to a condominium parcel, shall thereby become a member of the Association; and upon the conveyance or transfer of said ownership, said owner's membership in the Association shall automatically cease.

Section 2. Place of Meetings. Meetings of the Membership shall be held at the principal office or place of business of the Association, or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3. Annual Meetings. The first annual meeting of the Association shall be held on July 1, 1975. Thereafter the annual meetings of the Association shall be held on the first Tuesday of March of each succeeding year. At the annual meeting the members may transact such business of the Association as may properly come before them. The time of all meetings shall be set by the directors and the directors by majority vote may change the date of the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President and shall be called by the President or Secretary at the request in writing of the Board of Directors or at the request in writing of five (5) members. Such requests shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears on the membership book of the Association, or if no such address appears, at his last known place of address, at least ten (10), but not more than twenty (20), days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served.

Section 6. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of owners shall constitute a quorum.

Section 7. 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 to a time not later than ten (10) days from the time the original meeting was called, and hold the meeting adjourned without additional notice, provided that a quorum can be obtained for such meeting.

Section 8. Voting. At every meeting of the members, the owner or owners of each unit, either in person or by proxy, shall have the right to cast one vote as set forth in the Declaration. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Declaration of Condominium, or of the Articles of Incorporation, or of these By-laws, a different vote is required, in which case such express provision shall govern and control.

Section 9. Proxies. A member may appoint any other member, any owner of any condominium parcel, the Developer, or the manager as a proxy. Any proxy must be filed with the secretary before the appointed time of each meeting.

Section 10. Order of Business. The order of business at all annual or special meetings of the members shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of the minutes of preceding meeting.
- d. Reports of officers.
- e. Report of committees.
- f. Election of officers (if election is to be held).
- g. Unfinished business.
- h. New business.

IV.

Administration

Section 1.

a. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. The number of directors which shall constitute the Board shall be not less than three (3) nor more than nine (9). All directors, except for the initial directors named in the Articles of Incorporation, shall either be members of the Association, persons owning a condominium unit evidenced by recorded instrument or designees of the management company managing the property of the condominiums. ^{delete} The Directors shall be elected at the annual meeting of the owners by a majority vote and each Director shall serve for a term of one year or until his successor shall be elected and duly qualified.

b. Removal. Directors may be removed for cause by an affirmative vote of a majority of the owners. No Director, other than the initial Directors named in the Articles of Incorporation, shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever.

^{Add c. Amendment}
Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and

RESOLUTION (Adopted Feb 10, 1977)

BE IT RESOLVED that Article IV, Section 1, of the By-laws of the Association be amended by adding the following Paragraph thereto:

"c. Vacancies. Vacancies on the Board of Directors

things as are not by the Declaration, the Articles of Incorporation of the Condominium Association, The Condominium Act, or these By-Laws directed to be exercised and done by the members or officers. The powers of the Board shall include, but not be limited to, the following:

a. All powers and duties of the Condominium as set forth in The Condominium Act and in the Articles of Incorporation of the Association, except as limited as above provided.

Sept
1st Budget

b. To prepare and adopt an annual operating budget, which budget shall be sufficient in amount to pay for all necessary expenses and expenditures to be shared in common by the respective owners of units, and including a reasonable reserve for repairs, upkeep and replacement of the common elements and for contingencies.

c. The association must maintain accounting records according to good accounting practices. Therefore, the Board must be empowered and is hereby empowered to make a record of all receipts and expenditures as well as to designate the name and address of the unit owner, the amount of each assessment, the dates and amounts of the accounts due, the amounts paid upon the account, and the balance due.

d. To designate the name and address of the unit owner, the amount of each assessment, the dates and amounts of the accounts due, the amounts paid upon the account, and the balance due.

e. To determine who shall act as legal counsel for the Association whenever necessary.

f. To determine the depository for the funds of the Association.

g. To acquire the necessary personnel needed for the maintenance, care, and upkeep of the common elements, and set the salaries of said personnel.

h. Assess and collect all assessments pursuant to The Condominium Act.

Section 3. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board to perform such duties, services and powers as the Board shall authorize, including, but not limited to, the duties, services and powers listed in Section 2 of this paragraph.

Section 4. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Compensation

Section 5. Organization Meeting. The first meeting of the Board of Directors shall be held within ten (10) days after the annual members meeting, at such place as shall be fixed by the Board and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing all of the Board of Directors shall be present.

Section 6. Regular Meetings. Regular meetings of the directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors 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.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President and Secretary, in like manner and on like notice, on the written request of at least two (2) directors.

Section 8. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum. At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. 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. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

Section 11. Designation of Officers. The principal officers of the Association shall be President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and an Assistant Secretary, and such other officers as in their judgment may be necessary.

Section 12. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 13. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 14. President. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an Association.

Section 15. Vice President. The vice president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If neither the president nor the vice president is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The vice president shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 16. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the association; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of secretary.

Section 17. Treasurer. The treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

Amendment of By-Laws

The By-Laws of the Association may be modified, amended or revoked, unless specifically prohibited elsewhere herein, at any regular or special meeting of the members of the Association by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association, provided that not less than ten (10) days' notice of said meeting has been given to the members of the Association, which notice contained a full statement of the proposed modification, change or revocation.

VI.

Maintenance of Records

The Association shall comply with Chapters 7, 11 and 12 Florida Statutes, (1971). 711
T12

The foregoing were adopted as the By-Laws of SANDAL COVE ASSOCIATION, INC., a corporation not for profit under the Laws of the State of Florida, at a special meeting of the Board of Directors on March 31, 1973.

SANDAL COVE ASSOCIATION, INC.

By: [Signature]
Secretary

(SEAL)

Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
28100 U.S. Highway 19 N., Suite 300
Clearwater, Florida 33761

**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF SANDAL COVE ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Sandal Cove Association, Inc. (the "Association") held on January 22, 2004, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amendment to Article V of the Bylaws of Sandal Cove Association, Inc., attached hereto as Exhibit A, was duly adopted by the membership. The Bylaws were originally recorded in Official Records Book 4044, Page 1345; Official Records Book 4151, Page 793; and Official Records Book 4178, Page 76, Public Records of Pinellas County, Florida, and are attached as exhibits to the Declarations of Condominium for Building 1001 Sandal Cove Condominium I; Building 1003 Sandal Cove Condominium I; and Building 1005 Sandal Cove Condominium I.

IN WITNESS WHEREOF, SANDAL COVE ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 20 day of February, 2004.

SANDAL COVE ASSOCIATION, INC.

Teresa L. Ozlu
Signature of Witness #1
TERESA L. OZBUN
Printed Name of Witness #1
Sheri Gruttadan
Signature of Witness #2
Sheri Gruttadan
Printed Name of Witness #2

By PACampbell
Signature
PATY A. CAMPBELL
Printed Name and Title PRESIDENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20 day of February, 2004, by Patty A. Campbell as President of SANDAL COVE ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.

Joyce M. Gillen
Notary Public
My Commission DD043732
Expires October 02, 2006

Printed Name
Page 1 of 2

ADOPTED AMENDMENT TO THE BYLAWS
OF
SANDAL COVE ASSOCIATION, INC.

The following is an adopted amendment to the Bylaws of Sandal Cove Association, Inc., which were originally recorded in Official Records Book 4044, Page 1345; Official Records Book 4151, Page 793; and Official Records Book 4178, Page 76, Public Records of Pinellas County, Florida

(New Wording Underlined; Deleted Wording ~~Stricken Through~~)

Item No. 1: Article V of the Bylaws is hereby amended to read as follows:

V.

Amendment of By-Laws

The By-Laws of the Association may be modified, amended or revoked, unless specifically prohibited elsewhere herein, at any regular or special meeting of the members of the Association by not less than seventy-five per cent (75%) of the votes of those members ~~the entire membership~~ of the Association, who participate in the voting at a membership meeting, in person or by proxy, provided that at least a majority of the entire membership participates in the voting. ~~A copy of the proposed amendment and a notice of the meeting and proxy form shall be provided to the owners of all of the units at least fourteen (14) days, and not more than sixty (60) days, prior to the meeting where the proposed amendment is to be considered provided that not less than ten (10) days' notice of said meeting has been given to the members of the Association, which notice contained a full statement of the proposed modification, change or revocation.~~

END OF ADOPTED AMENDMENT