

By-Laws  
of  
Perdido Key Coves Maintenance Assn.

Article I. Name and Location

The name of the corporation is Perdido Key Cove Maintenance Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation will be located at Pensacola, Florida, but meetings of members and directors will be held at any place within Escambia County, Florida, as may be designated by the Board of Directors.

Article II. Definitions

- Section 1: "Association" will mean and refer to Perdido Key Cove Maintenance Association Incorporated.
- Section 2: "Properties" will mean and refer to that certain real property contained in the platted Escambia County, Fla. subdivision known as Perdido Key Cove Unit I
- Section 3: "Common Area" will mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners.
- Section 4: "Lot" will mean 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" will mean and refer to the owner of record of the fee simple title to any lot which is part of the Properties, including contract sellers, but excluding those having only a security interest for performance of an obligation.
- Section 6: "Declaration" will mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Comptroller of the Escambia County, Fla.
- Section 7: "Member" will mean and refer to those persons entitled to membership in the Assn.

Article III. Meeting of Members

- Section 1: The members of the Association will hold an annual meeting during the first quarter of each year. Minutes of each annual meeting will become part of the permanent record of the Association.
- Section 2: Special meetings of the members may be called at any time by the President or the Board of Directors or upon written request of one-fourth of the voting members.
- Section 3: Written notice of each meeting of the members will be given by the secretary, or the person or persons authorized to call the meeting, by prepaid mail, at least thirty days before such meeting giving the date, time, location and purpose of the meeting, addressed to the member's mailing address last provided to the Association.

Section 4: The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the votes of membership will constitute a quorum for any actions except as otherwise provided in the Articles of Incorporation, The Declaration or these Bylaws.

Section 5: At all meetings of members, each member may vote in person or by proxy. All proxies will be in writing and filed with the secretary in advance of each meeting

#### Article IV Board of Directors, Selection, Term of Office

Section 1: The affairs of this Association will be managed by a Board of a no less than three and no more than nine directors who are members in good standing of the Association.

Section 2: The members at each annual meeting will elect three directors, each for a term of three years. No director will serve more than three years in succession. Terms should be staggered for the purpose of operating consistency.

Section 3: 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, the successors will be selected by the remaining members of the Board and will serve for the unexpired term of the predecessor.

Section 4: The directors will 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 will have the same effect as though taken at a meeting of the directors.

#### Article V Nomination and Election of Directors

Section 1: Nomination for election to the Board of Directors will be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee should consist of one member of the Board of Directors and two or more members of the association. The nominating committee should be appointed by the Board of Directors prior to each annual meeting, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment will be announced at each annual meeting. The nominating committee will make as many nominations for election to the Board of Directors as it will in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2: Election to the Board of Directors will be made by written ballot. At such election the members or their proxies 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 will be elected. In the event of an election to fill any uncontested vacancy, a majority vote of the membership to accept the candidate (s) will be necessary to elect.



## Article VI. Meetings of the Directors

Section 1: The Board of Directors is obligated to meet no less than quarterly to review the business of the Association. Such meetings are to be called by the president or two-thirds of the board members, with seven day written notice to the directors of the date, time and location. Special meetings may be called at any time by the president or by any two directors, after not less than three days notice to each director.

Section 2: A majority of the number of directors will 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 will be regarded as the act of the board.

## Article VII

### Powers and Duties of the Board of Directors

Section 1: The Board of Directors will have power to:

(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 and right to use of the facilities of a member during any period in which such member will be in default in the payment of any assessment levied by the Association.

(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 office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors.

(e) To prescribe the duties of and employ an independent contractor as deemed necessary, within the constraints of the annual budget approved by the membership

(f) The Board of Directors will have authority to obligate and use the monies of the Association for the benefit of the members, within the constraints of the annual budget approved by the membership.

Section 2: It will 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 a statement is requested in writing by, one-fourth of the members, who are entitled to vote.

(b) In as much as we are a private waterfront community, the maintenance of the canals directly affects the property values of all of our membership. In that respect the board is obligated to maintain and fund in the annual budget a minimum cash reserve fund of twenty thousand dollars (\$20,000.00). These funds are to be set aside for use by the Association in the event of a catastrophic occurrence. Use of this fund will require a majority vote of the membership as provided for in the Articles. The fund would then be promptly replenished by dues or assessment.

(c) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(d) as more fully provided for in the Articles of Incorporation, to:

(1) fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period.

(2) send written notice of each assessment to every Owner subject thereto at least 10 days in advance of each annual assessment period.

(e) initiate legal action to secure the assessment against any property for which assessments are not paid, or bring an action against the owner personally obligated to pay the same.

(f) issue upon demand, documentation as to whether or not any assessment has been paid. Adhere to proper standard business accounting practice in all financial actions.

(g) pay all taxes imposed upon the Common Area

(h) cause the Common Area to be maintained

#### Article VIII. Officers and their Duties

Section 1: The officers of this association will be a president, a vice-president, a secretary and a treasurer, and other such officers as the Board may deem necessary from time to time.

Section 2: The election of officers will take place at the first meeting of the Board of Directors after the annual meeting of the members.

Section 3: The officers of the Association will be elected annually by the Board and each will hold office until his successor is elected unless he will sooner resign, or will be removed, or otherwise disqualified to serve.

Section 4: The Board may make special appointments of other officers as the affairs of the Association may require, for duties and term as the Board deems necessary.



Section 5: The members of the Board may be removed from office with or without cause by a vote of the membership. Any officer may resign at any time giving written notice to the secretary.

Section 6: Vacancies on the Board may be filled by appointment by the Board.

Section 7: The duties of the officers are as follows:

(a) President will preside at all meetings of the Board of Directors, will see that orders and resolutions of the Board are carried out, will sign all leases, mortgages, deed and other written instruments and will cosign all checks and promissary notes.

(b) The vice-president will act in the place and stead of the president in the event of his absence, inability or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

(c) the secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association, their addresses, and other duties as prescribed by the board.

(d) the treasurer will receive and deposit in appropriate bank accounts all monies collected by the Association and will disburse such funds as directed by the Board of Directors, will sign all checks and promissary notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by an independent knowledgeable member of the Association at the end of each fiscal year, and will prepare an annual budget to be presented to the membership at the annual meeting, and deliver a copy to each of the members.

#### Article IX. Committees

The Association will appoint an Architectural Covenant Review Committee, as provided in the Declaration, and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors will appoint other committees as deemed appropriate in carrying out its purpose.

#### Article X. Books and Records

The books, records and papers of the Association will 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 will be available for inspection by any member by contacting the secretary, and copies may be purchased at 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 which the assessment is made. Any assessments which are not paid when due will be delinquent. If the assessment is not paid within 30 days after the due date, the assessment will bear interest from the date of delinquency at the rate of 6 per cent 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 attorneys' fees of any such action will be added to the amount of the assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of his Lot.

#### Article XII. 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 or by proxy.

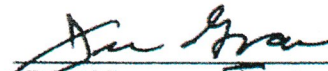
Section 2 In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles will control, and in the case of any conflict between the Declaration and the By-Laws, the Declaration will control.

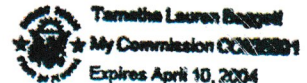
#### Article XIII. Miscellaneous

The fiscal year of the Association will begin on the first day of January and end on the 31<sup>st</sup> day of December every year.

Board of Directors

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

  
Print Name Jim Grau



Acknowledged before me this 13<sup>th</sup> day of August, 2003 by Jim Grau  
who is personally known to me or who produced as identification.

  
Notary Public

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

  
Print Name FRED GARTH

Acknowledged before me this 13<sup>th</sup> day of August, 2003 by Fred Garth  
who is personally known to me or who produced as identification.

  
Notary Public

