

**This Instrument Prepared by and Return to:**

Robert L. Tankel, Esquire

**Address:**

Tankel Law Group  
1022 Main Street, Suite D  
Dunedin, Florida 34698

SPACE ABOVE THIS LINE FOR PROCESSING DATA

SPACE ABOVE THIS LINE FOR RECORDING DATA

**CERTIFICATE OF RECORDATION OF THE ARTICLES OF INCORPORATION  
AND THE ADOPTION AND RECORDATION OF THE BYLAWS  
OF BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.**

WHEREAS, the Declaration of Covenants, Conditions, Restrictions and Easements for Biscayne Estates East Unit One originally recorded at O.R. Book 6642, Page 1225, et seq. and the Declaration of Covenants, Conditions, Restrictions and Easements of Biscayne Estates East Unit Two originally recorded in O.R. 6743, Page 1188, et. seq. and re-recorded in O.R. 6754, Page 2280, et. seq., and as subsequently amended (hereinafter referred to as the "Declarations") of the Public Records of Duval County, Florida; and; and

WHEREAS, the Articles of Incorporation (hereinafter referred to as the "Articles") of Biscayne Estates East Community Association, Inc., (hereinafter referred to as the "Association") were not attached as an exhibit to the Declaration at the time of recording; and

WHEREAS, the Board of Directors of Biscayne Estates East Community Association, Inc. (the "Board") is putting the World on notice of the contents and existence of the Articles.

WHEREAS, the Board of Biscayne Estates East Community Association, Inc. is granted the power and authority to adopt the initial Bylaws; and

WHEREAS, after diligent search, no Bylaws have ever been adopted as allowed by the Articles; and

WHEREAS, the Board is desirous of adopting the Bylaws and putting the World on notice of the adoption of Bylaws of the Association.

**NOW THEREFORE**, the Board hereby resolves as follows:

1. The above recitations are true and correct and are incorporated herein by reference.
2. Attached hereto is a true and correct copy of the Articles of Biscayne Estates East Community Association, Inc. (Exhibit "A").
3. The purpose of recording this instrument is to put the World on notice of the existence of the Articles and the contents thereof.

4. Attached hereto is a true and correct copy of the Bylaws of the Association, as adopted by the Board (Exhibit "B").

5. The purpose of recording this instrument is to put the World on notice of the adoption of the Bylaws and the contents thereof.

**IN WITNESS WHEREOF**, the Board has approved the Bylaws and recording of this Certificate of Recordation of the Articles of Incorporation and the Adoption and Recordation of the Bylaws this 21<sup>st</sup> day of March, 2017 at a duly called meeting at which a quorum was present by a vote of all to 0.

**BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.**, A Florida not-for-profit corporation

WITNESSES:

By: Thomas B. Waters  
Thomas B. Waters, President

Ruth L McKay  
Signature of Witness #1

Ruth McKay  
Printed Name of Witness #1



STATE OF FLORIDA )  
COUNTY OF DUVAL )

BEFORE ME, the undersigned personally appeared Thomas B. Waters, to me known to be the President of Biscayne Estates East Community Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such officer, under authority vested in him by said corporation. He is personally known to me or has produced Fl. Drivers License as identification. If no type of identification is indicated, the above named person is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 21 day of March, 2017.

Wendy Perez  
Notary Public  
Printed Name: Wendy Perez

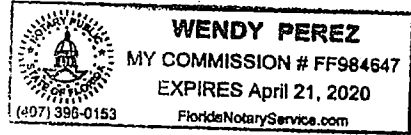
My commission expires: 4/21/2020

Curtis Houston  
Signature of Witness #2

Curtis Houston  
Printed Name of Witness #2

STATE OF FLORIDA     )  
COUNTY OF DUVAL     )

Attest Gloria Simmons  
Gloria Simmons, Secretary



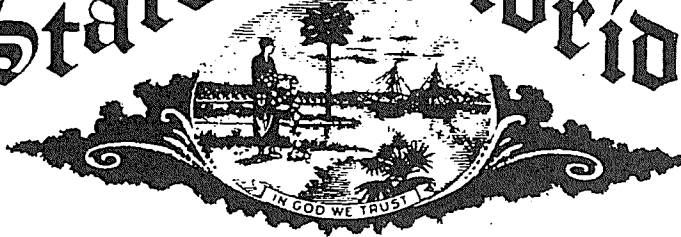
BEFORE ME, the undersigned personally appeared Gloria Simmons, to me known to be the Secretary of Biscayne Estates East Community Association, Inc., and acknowledged before me that she freely and voluntarily executed the same as such officer, under authority vested in her by said corporation. She is personally known to me or has produced Fl. Drivers License as identification. If no type of identification is indicated, the above named person is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 21 day of March, 2017.

Wendy Perez  
Notary Public  
Printed Name: Wendy Perez

My commission expires: 4/21/2020

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N30234.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Fourth day of October, 2016



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

Exhibit "A"

ARTICLES OF INCORPORATION  
OF  
COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT ONE, INC.  
OF JACKSONVILLE

We, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the "Association") is COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT ONE, INC. OF JACKSONVILLE.

ARTICLE II

The specific primary purposes for which the Association is formed are:

1. To provide for the maintenance of the Lakes, as shown on the Plat of Biscayne Estates East Unit One (the "Plat") recorded in Plat Book 45, pages 1, 10, 11, 12 of the public records of Duval County, Florida and to provide for landscaping and maintenance of the median at the entrance to Biscayne Estates East Unit One as provided in Declaration of Covenants, Conditions and Restrictions and Easements for Biscayne Estates East Unit One (the "Declaration") to be recorded in the public records of Duval County, Florida; and  
In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration applicable to Biscayne Estates East Unit One.

(b) Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, or governmental charges levied on or imposed against the Association as well as insurance maintained by the Association.

(c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of personal property in connection with the affairs of the Association.

(d) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a vested present fee or undivided fee interest in any lot shown

on the Plat shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and residence address of each subscriber is:

Alan Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

Michael Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

Elizabeth Mary Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

ARTICLE VI

The affairs of the Association shall be managed by a board of directors, a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. One person may hold one or more of such offices. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

President Alan Fixel  
Vice President Michael Fixel  
Treasurer Alan Fixel  
Secretary Alan Fixel

ARTICLE VII

The number of persons constituting the first board of directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election which shall be held at the first annual meeting of the Association are:

Alan Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

Michael Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

Elizabeth Mary Fixel 4221 Baymeadows Road  
Suite 7  
Jacksonville, Florida  
32217

Election of directors, except for the first board of directors of the Association, shall be held at the annual meeting of the Association. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Association, but shall never be less than three nor more than five.

#### ARTICLE VIII

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of and present at such meeting except that the initial bylaws of the Association shall be made and adopted by the board of directors.

#### ARTICLE IX

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of, and present at such meeting.

#### ARTICLE X

The Association shall have two classes of members as follows:

**Class A Members.** Class A members shall be all owners of lots (the "Lots") as shown on the Plat with the exception of Fixed Land Group, Inc., a Florida corporation (the "Developer") so long as Class B membership shall exist, and shall be entitled to one vote for each Lot owned provided, however there shall be no vote by virtue of owning a portion of a Lot but, rather, the Owner of the resulting Lot, subdivided in accordance with the provisions of the Declaration, shall be entitled to such vote. When more than one person holds an interest in any Lot, all such persons shall be members; however the vote for such Lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A members.

**Class B Members.** The Class B member shall be the Developer, who, until such time as its Class B membership is terminated, shall have sole voting rights in the Association, and the Class A members shall have no voting rights except for altering or amending these Articles of Incorporation or bylaws of the Association as herein provided. The Class B membership shall cease and be converted to Class A membership at the sooner of the following: (i) the Developer so elects by written notice to the Association, (ii) the Developer has conveyed 92 of the Lots in Biscayne Estates East Unit One to unrelated third parties or (iii) three years following date of execution of the Declaration.

#### ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII

The registered office of the corporation shall be at 4221 Baymeadows Road, Suite 7, Jacksonville, Florida 32217, and the registered agent at such address shall be Alan Fixel.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set out hands and seals this 5th day of July, 1988.

[Signature] (SEAL)  
Alan Fixel  
[Signature] (SEAL)  
Michael Fixel  
[Signature] (SEAL)  
Elizabeth Mary Fixel

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of July, 1988 by Alan Fixel.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of July, 1988 by Michael Fixel.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of July, 1988 by Elizabeth Mary Fixel.

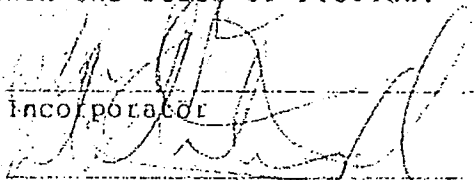
[Signature]  
Notary Public, State of Florida  
My Commission Expires:

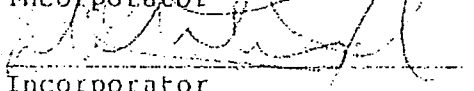
CERTIFICATE

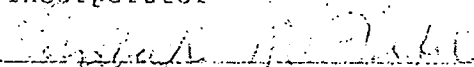
DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Community Association of Biscayne Estates East Unit One, Inc. of Jacksonville, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Alan Fixel, 4221 Baymeadows Road, Suite 7, Jacksonville, Florida 32217, County of Duval, State of Florida, as its agent to accept service of process within the State of Florida.

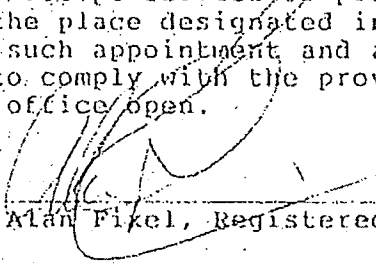
  
Incorporator

  
Incorporator

  
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.

  
Alan Fixel, Registered Agent

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT ONE, INC.  
OF JACKSONVILLE**

Pursuant to the provisions of Articles of Incorporation of the Community Association of Biscayne Estates East Unit One, Inc. of Jacksonville, a meeting of the members of the Association and Board of Directors was held on the 1 day of JANUARY 1990, whereat the following Articles of Amendment were adopted by unanimous consent of all members present at such meeting.

1. The first sentence of Article VI is hereby amended to read as follows:

The affairs of the Association shall be managed by a board of directors, a president, vice president, secretary and treasurer, who will also serve as ex-officio voting members of the board of directors during their respective term of office.

2. The following is added to Article VII:

The number of persons constituting the board of directors will be seven (7) plus the officers which serve as ex-officio members during their respective term of office. The number of directors may be amended as provided by the Bylaws but shall never be less than three (3) nor more than seven (7) directors, exclusive of ex-officio members.

3. The following Article is hereby added:

**ARTICLE XIV**

Until the end of fiscal year 1990, neither the members of the Association, Board of Directors nor the Officers may expend funds or incur liabilities in excess of the allocations provided in the budget (the "Fiscal 1990 Budget") adopted in December 1989 for fiscal year 1990. The Fiscal 1990 Budget may be amended only with the written consent of the Developer. This Article XIV will in no way limit the Board of Directors' authority pursuant to these Articles for any fiscal year other than fiscal year 1990. Any action by the Board of Directors or Officers in violation of this Article XIV will cause the members of the Board or Officers violating same to be personally liable for such action, notwithstanding any contrary provision in these Articles of Incorporation. Notwithstanding the provisions of Article IX, this Article XIV may not be altered, repealed or amended until December 31, 1990 except by unanimous vote of all members of the Association and with the written consent of the Developer at a meeting held after 120 days prior written notice to all members of the Association and to the Developer.

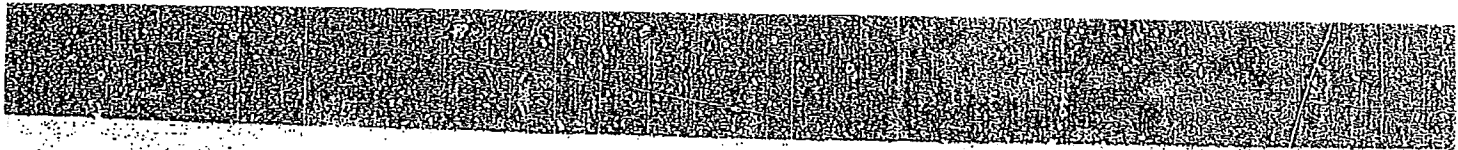
4. In all other respects, except as specifically changed and modified in these Articles of Amendment to the Articles of Incorporation, all of the provisions contained in the Articles of Incorporation of the Community Association of Biscayne Estates East Unit One, Inc. of Jacksonville shall be and remain the same.

Executed by the undersigned, this 1 day of JAN 19 90

COMMUNITY ASSOCIATION OF BISCAYNE  
ESTATES EAST UNIT ONE, INC. OF  
JACKSONVILLE

By [Signature]  
Its President

Attest [Signature]  
Secretary



Jan. 11 1990 12:30 0000 A & S, P.A.

904-737-2842

P. 10

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ALAN FIXEL and ALAN FIXEL, as President and Secretary of the Community Association of Biscayne Estates East Unit One, Inc. of Jacksonville, respectively, and known to me and known by me to be the persons who executed the foregoing Amendment to the Articles of Incorporation, and acknowledged before me that they executed that Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1 day of JAN 1990.

*James Bender*  
Notary Public, State of Florida  
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires May 31, 1993  
Bonded thru Patterson-Becht Agency

# Biscayne Estates East Community Association

P. O. Box 28462  
Jacksonville, FL 32218-8462

FILED  
1992 AUG -4 4 10 00  
SECRETARY  
TALLAHASSEE  
STATE  
FLORIDA

July 28, 1992

## ARTICLES OF MERGER

A meeting of the members of the Community Association of Biscayne Estates East Unit One, Inc., and the Community Association of Biscayne Estates East Unit Two, Inc., was held on July 1, 1992. Proper written notice was given to all members entitled to vote as per the Articles of Incorporation. At the meeting, the Plan of Merger was adopted unanimously.

The number of votes cast for the Community Association of Biscayne Estates East Unit One, Inc., was sufficient for approval. The count of the vote was twenty (20) in favor of the Plan and none (0) opposed. The number of votes cast for the Community Association of Biscayne Estates East Unit Two, Inc., was sufficient for approval. The count of the vote was fourteen (14) in favor of the Plan and none (0) opposed.

*Charles King*

\_\_\_\_\_  
PRESIDENT, CHARLES KING

BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.

*Charles King*

\_\_\_\_\_  
PRESIDENT, CHARLES KING

The Community Association of Biscayne Estates East Unit One.

The Plan of Merger is attached.

\_\_\_\_\_  
Meetings held the fourth Monday of each month, 7 p.m.  
Dunns Avenue Library  
\_\_\_\_\_

# Biscayne Estates East Community Association

P. O. Box 28462  
Jacksonville, FL 32218-8462

July 28, 1992

## CORPORATE PLAN OF MERGER

1. The corporations planning to merge are THE COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT ONE, INC. OF JACKSONVILLE, and THE COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT TWO, INC. OF JACKSONVILLE. Both are corporations not for profit and organized under the Laws of the State of Florida.
  2. The surviving corporation will be THE COMMUNITY ASSOCIATION OF BISCAYNE ESTATES EAST UNIT ONE, INC. OF JACKSONVILLE and the name will be changed to BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.
  3. Biscayne Estates East is a subdivision of homes located in Jacksonville, Florida. The purpose of the merger is to create one homeowner's association for the entire community.
  4. The changes to the Articles of Incorporation are:
    - a. Name: BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.
    - b. Article II, Section 1, shall read:
      1. To provide for the maintenance of the lakes, as shown on the Plans of Biscayne Estates East Unit One and Biscayne Estates East Unit Two (the "Plans") recorded in Plat Book 48, pages 8, 9A, 9B, 9C, and Plat Book 45, pages 57, 57A, 57B, and 57C, respectively, of the public records of Duval County, Florida, and to provide for landscaping and maintenance at the entrances (including the median) of Biscayne Estates East Unit One and Unit Two as provided in the Declarations of Covenants, Conditions, and Restrictions and Easements for Biscayne Estates East Unit One and Unit Two (the "Declarations") to be recorded in the public records of Duval County, Florida; and,
- in furtherance of such purposes, the Association shall have power to:

*Biscayne Estates East  
Community Association*

P. O. Box 28462  
Jacksonville, FL 32218-8462

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c. Article II, Section 1 (a), shall read:

Perform all of the duties and obligations of the Association as set forth in the Declarations applicable to Biscayne Estates East Unit One and Biscayne Estates East Unit Two.

d. Wherever the word Declaration appears, it shall be made plural (Declarations).

e. Wherever the word Plat appears, it shall be made plural (Plats).

**BYLAWS**

**BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC.**

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

The name of the corporation is BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at: 4003 Hartley Road, Jacksonville, Florida 32257, or such other place as is designated by the Board of Directors, but meetings of Members and directors may be held at such places within Duval County, Florida, as may be designated by the Board of Directors.

**ARTICLE II**  
**DEFINITIONS**

The definitions as set out in the Declaration of Covenants, Conditions, Restrictions and Easements for Biscayne Estates East Unit One and Biscayne Estates East Unit Two (hereafter the "Declarations") are hereby incorporated by reference.

**ARTICLE III**  
**MEETING 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 in December, at such time as the Board of Directors shall determine. 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. All Membership and Board meetings should be conducted pursuant to Roberts Rules of Order and according to Florida Statute as may be amended from time to time.

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-half (50%) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Notice of each meeting of the Members shall be given by, or at the direction of, the president or person authorized to call the meeting, 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. 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. Notice of meetings shall be given as provided by Section 720.306, as amended from time to time.

Section 4. Quorum. The presence at the meeting of Members entitled to cast at least ten (10%) percent of the Voting Interest of the membership votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat of a meeting officially called by the President, without notice with at least ten percent (10%) of the Voting Interests of the Membership. Unless otherwise provided in these Bylaws, the Articles of Incorporation or the Declarations, decision shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

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

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) members or more than seven (7) members, as may be determined by the Board of Directors prior to the Annual Meeting from time to time.

Section 2. Term of Office. The term of office for all directors is one year. The initial directors of the Association set forth in the Articles of Incorporation shall hold office until the Association Turnover meeting and will appoint the First Board of Directors to take effect directly after the Association Turnover Meeting. Thereafter, election of directors shall take place at each annual meeting.

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 with the exception of the initial Board of Directors of the Association as set forth in the Articles of Incorporation. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

**ARTICLE V**  
**NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nominations may be made from the floor at the Annual Meeting.

Section 2. Election. Election to the Board of Directors shall be by vote or written ballot at the Annual Meeting. At such election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected.

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

Section 1. Regular Meetings. Regular meetings of the Board shall be held on a schedule adopted by the Board and can be changed from time to time as needed. Meetings shall be held at such place and hour as available and decided by the President.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President. Each Director shall be given not less than two (2) days notice except in the event of an emergency. Notice may be waived. Attendance shall be a waiver of notice. Telephone conference meetings are permitted.

Section 3. Emergencies. In the event of an emergency involving immediate danger of injury or death to any person or damage to property, if a meeting of the Board cannot be immediately convened to determine a course of action, the President or, in his absence, with authorization of the President, any other officer of director, may take such action on behalf of the Association as reasonably required to appropriately respond to the emergency situation.

Section 4. Quorum. A Majority of the number of directors shall constitute a quorum for the transaction of business for a meeting noticed and called by the President. Every act or decision done or made by a quorum of the Directors present at a duly held meeting, at which a quorum is present, shall be action of the Board. Directors may attend meetings telephonically. When some or all Directors meet by telephone conference, those Directors attending by telephone conference shall be counted toward obtaining a quorum and may vote by telephone. A telephone speaker shall be utilized at the noticed location of the meeting so that the conversation of those Directors may be heard by the Board, as well as any member present at the meeting. Members may not attend Board meetings telephonically. Directors may not vote by proxy or by secret ballot at Board Meetings except that secret ballots may be used in the election of officers for the Board of Directors.

Section 5. Notices. Notices of all Board meetings must be posted in a conspicuous place on the Property at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place on the Property, notice of each Board meeting must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments.

**ARTICLE VII**  
**POWERS OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Lots, Common Area and facilities, and their personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and rights to use of the Common Areas of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association or to the extent required by law, appoint committees to give notice and hold hearings to fine or suspend. Such rights may also be suspended after notice and hearing for infractions of published rules and regulations of 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 Bylaws, the Articles of Incorporation, or the Declaration, including the power to adopt annual budgets as set forth therein;

(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 Association, by and through its Board of Directors, to:

(a) cause to be kept a complete record of all its acts as required by law;

(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 Parcel 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;

(d) foreclose the lien against any Lot 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;

(e) collect at first closing on the Parcel the balance of the assessment owing for the remaining portion of the year;

(f) issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. Reasonable charges 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;

(g) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(i) cause the Common Area to be maintained;

(j) to charge a fee for providing estoppel amounts to owners and their agents when requested. The information may be provided within fifteen (15) days from a proper request in writing and received by the Association, its' agent or counsel. The amount charged shall be in such amount as the Association, its' agents and counsel deem to be appropriate in the situation, and include, but not be limited to the following factors: Whether there is ongoing or pending litigation against the owner or the lot; The time and labor required, the novelty and difficulty involved in preparation of the estoppel, and the skill requisite to perform the estoppel preparation properly at the time of the adoption hereof; The fee currently customarily charged in Florida for similar services; The amount involved; The time limitations imposed by the client or by the circumstances; The nature and length of the professional relationship with the client. In no event shall any law retroactively impair the rights and obligations herein; and

(i) to impose deed based transfer fees on resale or other transfer of Lots, which shall be deemed to be assessments as stated in the Declaration, in such amounts as the Board deems to be appropriate. Such fees shall be based on the following criteria: the proceeds of the fee are used exclusively to support maintenance and improvement to encumbered properties, and acquisition, improvement, administration, and maintenance of property owned by the covered association of which the owners of the burdened property are members and used primarily for their benefit. Direct benefit also includes cultural, educational, charitable, recreational, environmental, conservation or other similar activities that: (1) Are conducted in or protect the burdened community or adjacent or contiguous property, or (2) Are conducted on other property that is used primarily by residents of the burdened community.

**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, or a combination of secretary/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 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 she/he resigns, 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 President. 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 President. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replaced.

Section 7. Multiple Offices. 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 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, contracts and other written instruments and shall sign all checks and promissory notes.

**VICE-PRESIDENT**

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

**SECRETARY**

(c) The secretary shall properly record the votes and scribe the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings as directed by the President; and provide current records and meeting minutes to the Community Association Manager (CAM) showing Members of the Association together with their addresses, and shall perform such other duties as required by the President.

**TREASURER**

(d) The Treasurer shall review bank statements of the Association for consistencies and irregularities. The treasurer shall also work directly with the Community Association Manager (CAM) who is directed by the President and responsible for disbursing funds; signing all checks and promissory notes of the Association; keeping proper books of account; cause an annual audit or review of the Association books to be made by a public accountant at the completion of each fiscal year when directed by the President; and shall under the direction of the President, prepare or have prepared an annual budget and make a copy available to the Members or as specified by current State of Florida Statue(s).

**ARTICLE IX  
COMMITTEES**

The President shall appoint an Architectural Committee, as provided in the Declaration. In addition, the President shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE X  
BOOKS AND RECORDS**

Section 1. The official books, records and papers of the Association, as defined by current State of Florida Statue(s), shall at all times during reasonable business hours with prior scheduled appointment requested in writing by the member, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association with prior scheduled appointment requested in writing. Copies may be purchased by any member at reasonable cost.

Section 2. Adopted Minutes of all meetings of Members and of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Members, or their authorized representatives, and Board members at reasonable times subsequent to transfer of control of the Association to owners other than the Developer with prior scheduled appointment requested in writing, the Association shall retain these minutes for at least seven (7) years.

Section 3. The Association shall maintain Official Records as required by Chapter 720, as amended, from time to time.

**ARTICLE XI  
CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the words BISCAYNE ESTATES EAST COMMUNITY ASSOCIATION, INC. and within the center the word "Florida".

**ARTICLE XII  
AMENDMENTS**


Section 1. These Bylaws may only be amended, at a regular or special meeting of the Board of Directors, by a majority vote of the Board of Directors.

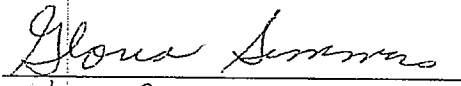
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

**ARTICLE XIII  
MISCELLANEOUS**

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.

These Bylaws constitute as the initial Bylaws of the Corporation and are hereby adopted by the Board of Directors. ADOPTED by the Board of Directors this 19 day of April, 2017

  
\_\_\_\_\_  
Curtis Houston, Vice-President

  
\_\_\_\_\_  
Glouia Simmon, Secretary