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BYLAWS
OF

MARILYN PINES UNIT II CONDOMINIUM
ASSOCIATION, INC

a corporation not for profit
under the laws of the State of Florida

TOTAL: \$87.00
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ARTICLE I

GENERAL

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Section 1. Purpose. These are the Bylaws of MARILYN PINES UNIT II CONDOMINIUM ASSOCIATION, INC, called "Association" in these Bylaws, a corporation not for profit under the laws of the State of Florida.

The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718 Florida Statutes, called the "Condominium Act" in these Bylaws, which condominium is identified by the name MARILYN PINES UNIT II CONDOMINIUM.

Section 2. Corporate Address. The corporate address of the Association shall be Marilyn Pines Unit II Condominium Association, Inc., 2060 Marilyn Street, Clearwater, Florida 33765 or such other address as may be designated by the Board of Directors.

Section 3. Calendar Year. The Association shall operate upon the calendar year beginning 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 that of a fiscal year whenever deemed expedient and for the best interest of the Association.

Section 4. Seal. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation not for profit" and the year of incorporation.

ARTICLE II

DEFINITIONS

All words, phrases, names and/or terms used in these Bylaws, the Declaration of Condominium, the Articles of Incorporation of the Condominium Association and Exhibits to the Declaration shall have the same meaning and shall be used and defined the same as they are in the Condominium Act unless the context of said instruments requires otherwise.

ARTICLE III

THE ASSOCIATION

Section 1. Members. The Owners of the condominium units shall be the members of this Association.

(a) Any person or legal entity capable of ownership of real property under the laws of Florida shall be eligible for membership.

(b) Any person or legal entity upon acquiring title to a condominium unit shall ipso facto become a member of the Association; and upon the conveyance or transfer of said Ownership, said Owner's membership in the Association shall ipso facto cease.

Section 2. Place of Meeting. 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 Meeting. The annual meeting of the Association shall be held in January of each 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 a majority vote shall determine the date and location 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 a majority of the Board of Directors or at the request in writing of ten percent (10%) of the members. Such requests shall state the purpose or purposes of the proposed meeting. Members' meetings to recall a member or members of the Board of Directors shall be called when the written request of ten percent (10%) of the members is received by the Secretary of the Association. The Secretary shall give notice of the meeting pursuant to Section 5 below, which notice shall state the purpose of the meeting pursuant to the Condominium Act as amended from time to time.

Section 5. 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 or her address as it appears in the membership book of the Association, or if no such address appears, at his or her last known place of address, at least fourteen (14) but not more than thirty (30) days prior to such meeting with the exception of meetings for elections of Directors. Notice for meetings for election of Directors shall be per the Condominium Act. The mailing of a notice in the manner provided in this Section shall be considered notice served. Any defect in the service or contents of the notice shall be deemed waived by any member who attends a meeting of the members and fails to object to the form, content or service of the notice at the beginning of the meeting.

Section 6. 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 per unit. 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 provisions of statute, or of the Declaration of Condominium, or of the Articles of Incorporation, or of these Bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 7. Voting by Written Instrument. The Directors may poll the Owners in writing on any matters on which the Owners are, or would be authorized to vote at the annual meeting or special meeting called for such purpose and the written vote of the members shall determine any such matter provided that the number of written votes received is not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the association by delivery to its principal office or place of business, the Secretary of the Association, or another Officer or agent of the Association who has been designated to receive written votes. Written consents do not have to be notarized unless the written consent is being given for an amendment to these bylaws, the Declaration or the Articles of Incorporation. If written consents are being used to approve amendments, individual consents must be used and all legal titleholders must sign the consent in the presence of two witnesses and a notary. Written consent shall not be effective to take the action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent and is delivered in the manner required by this section. Any written consent may be revoked prior to the date that the association receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Association at its principal office or place of business,

by the Secretary of the Association or other Officer or agent of the Association authorized to receive written votes. If an action is approved by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

Section 8. Quorum. Thirty percent (30%) of the total number of members of the Association present in person or represented by proxy shall be a quorum at all meetings of the membership for the transaction of business, except for the election of directors, or as otherwise required by the Articles of Incorporation, or by these Bylaws.

Section 9. Proxies. A member may appoint any other member as a proxy. All proxies must be filed with the Secretary at any meeting or meetings for which the proxy was given before the proxy may vote. Proxies must state the name of the proxyholder, shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meeting thereof except that in no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy must bear the signature of the person making the proxy.

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

- (a) Roll call/Sign in.
- (b) Election of directors (if election is to be held).
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading of the minutes of preceding meeting.
- (e) Reports of Officers.
- (f) Reports of committees.

- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

ARTICLE IV

ADMINISTRATION

Section 1. Number and Qualification. The number of directors that shall constitute the Board shall be five (5). All Directors shall be members of the Association.

Section 2. Directors - Election. Directors shall be elected in compliance with the Condominium Act. Each member shall be entitled to vote for as many nominees as there are vacancies to be filled. Cumulative voting shall be prohibited.

Section 3. Removal of Directors. Any Director may be removed by concurrence of a majority vote of the total number of members of the Association in person or by proxy at a special meeting of the members called for that purpose. If a majority of the Board members are removed, the vacancies on the Board of Directors so created shall be filled through the election of new Board members by members of the Association at the same meeting.

Section 4. Filling of Vacancies. Except as to vacancies created by removal of a majority of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

Section 5. Term of Directors. The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his or her successor is duly elected or appointed and qualified or until he or she is removed in the manner elsewhere provided.

Section 6. Sale of Unit By Director. Any Director who divests him or herself of all ownership interest in the Condominium shall cease to be a Director at the time of said

divestment. The departing Director's vacancy shall be filled in the manner prescribed by Section 4 hereof.

Section 7. 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 things as are not by the Declaration, the Articles of Incorporation of the Condominium Association, the Condominium Act, or these Bylaws directed to be exercised and done by the members or by the Officers. The powers of the Board shall include, but not be limited to, the following:

- (a) All powers and duties of the Condominium Association as set forth in the Condominium Act and in the Articles of Incorporation of the Association, except as limited as provided above.
- (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 Owners, and including a reasonable reserve for repairs, upkeep and replacement of the common elements and for contingencies, unless waived by a vote of the members in compliance with the Condominium Act..
- (c) To prepare a detailed report of the acts, accounts and statements of income and expenses for the previous year and present same to the members.
- (d) To determine who will act as legal counsel for the Association whenever necessary.
- (e) To determine the depository for the funds of the Association.
- (f) To acquire the necessary personnel needed for the maintenance, care and upkeep of the common elements, and set the compensation of said personnel.

- (g) Assess and collect all assessments pursuant to the Condominium Act.
- (h) To adopt and enforce rules and regulations consistent with the Declaration for the use of the Condominium Property.
- (i) To levy fines for violations of the Condominium Act, Declaration, these Bylaws, the Articles of Incorporation, and Rules and Regulations adopted by the Board.
- (j) To determine the amount required and acquire insurance in sufficient amounts for the protection of the Condominium.
- (k) The reconstruction of improvements after casualty and the further improvement of the property, as provided for in the Declaration.
- (l) To approve or disapprove the sale, transfer, lease, mortgage or ownership of Units as may be provided by the Declaration of Condominium.
- (m) To enter into contracts on behalf of the Association including contracts related to the provision of additional recreational facilities for use by Owners.
- (n) To acquire by purchase or otherwise condominium parcels of the Condominium, subject to the provisions of the Declaration and the Bylaws relative thereto.
- (o) To use all legal remedies available in the collection of delinquent assessments, including but not limited to, charging interest on delinquent assessments, accelerating due dates on remaining unpaid installments of assessments and filing of a lien against the Units for which assessments remain unpaid.

Section 8. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board of Directors to

perform such duties, services and powers as the Board of Directors may delegate, including, but not limited to, the duties, services and powers listed in Section 7 of this Article.

Section 9. 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 or her 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.

Section 10. Organizational 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.

Section 11. Regular Meeting. 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 calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, fax or e-mail, at least forty-eight (48) hours prior to such meeting.

Section 12. Special Meetings. Special Meetings of the Board of Directors may be called by the President on at least forty-eight (48) hours notice (or upon reasonable notice in the event of an emergency, the reasonableness of the notice shall be in proportion to the emergency) to each Director, given personally or by mail, telephone, fax or e-mail, which notice shall state the time, place (as herein above provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary, in like manner and on like notice on the written request of at least two Directors.

Section 13. Action of Board Without A Meeting. Actions of the Board of Directors may be taken without a meeting if the action is taken by all Directors and is evidenced by one or more written consents describing the action taken and signed by each Director.

Section 14. Committees. The Board of Directors by resolution adopted a majority of the Board of Directors may designate from among the members of the Association such committees as the Board deems necessary, provided that no committee shall have the authority to approve or recommend to members actions or proposals required by the Act to be approved by members, fill vacancies on the Board of Directors or any committee thereof or adopt, amend, or repeal the Bylaws. Each committee shall be comprised of at least two members. All committee members serve at the pleasure of the Board of Directors. The Board, by resolution adopted by a majority of the Board of Directors, may designate one or more Directors as alternate members of any committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 15. 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 and receiving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him or her of the time and place thereof.

Section 16. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. 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 until a quorum is present. At any reconvened meeting, which must be properly noticed, any business which might have

been transacted at the meeting as originally called may be transacted. Absent Directors may later sign written joinders in the Board actions, but such joinders may not be used for purposes of creating a quorum.

Section 17. Fidelity Bonds. The Board of Directors shall 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 18. Designation of Officers. The principal Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary. 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 19. Election of Officers. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board. The Assistant Treasurer, Assistant Secretaries, and other such Officers need not be Directors.

Section 20. 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 or her successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 21. President. The President shall be the chief executive Officer of the Association and he or she shall preside at all meetings of the Association and at meetings of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of President of an Association.

Section 22. Vice-President. The Vice-President shall take the place of the President and perform his or her 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 delegated to him or her by the Board of Directors.

Section 23. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association. The Secretary shall have charge of such books and papers as the Board of Directors may direct and he or she shall, in general, perform all the duties incident to the office of Secretary.

Section 24. 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. The Treasurer shall be responsible for the deposit of all moneys 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.

Section 25. Officer's Compensation. The Officers shall not be compensated for services, but shall be entitled to reimbursement of reasonable expenses incurred. No remuneration shall be paid an Officer for services performed by him or her 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.

Section 26. Indemnification. Every Director, Officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or

she may become involved by reason of his or her being or having been a Director or Officer of the Association or committee member, whether or not he or she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer or committee member is adjudged guilty of willful misfeasance or malfeasance, criminal conduct, or self-dealing in the performance of his or her duties; and further provided, that in the event of a settlement, this indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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 V

Amendment to Bylaws. These Bylaws may be amended by a vote of sixty-six and two thirds percent (66 2/3%) of the Owners present in person or by proxy and voting, at any regular or special meeting of the members duly called and noticed in accordance with the provisions of Article III, Section 5 hereof. The notice shall contain the proposed amendment or amendments.

ARTICLE VI

Emergency Powers

Section 1. Purpose and Definitions. The purpose of this part is to provide for the operation of the Association and the condominium in the event of a disaster and to provide temporary emergency powers to the Association for the purpose of protecting the Association and maintaining, protecting, and preserving the safety and health of the residents of the condominium during an emergency caused by a disaster. Except as may be provided herein, the Association shall comply with all requirements of the Condominium Act, the Declaration, and the documents creating the Association.

- (a) "Disaster" shall mean the occurrence of a catastrophic event involving the condominium, the Association, or any property for which the Association has the responsibility of operation, maintenance, repair, or replacement, which catastrophic event shall immediately and substantially threaten the safety of the residents of the condominium or the physical integrity of the improvements of the condominium property or the Association property.
- (b) "Emergency" shall mean the inability to readily assemble a quorum of the Board of Directors of the association to properly conduct the business of the association due to a disaster. An emergency shall exist only until at least a quorum of the Board of Directors can readily be assembled to perform the functions of the Board in accordance with the Declaration and the Association's Bylaws.
- (c) "Emergency Officers" shall be Officers of the Association who shall be members of the Association and shall be duly appointed by the Board of Directors in accordance with the Association's disaster plan to execute the emergency powers conferred by the disaster plan.
- (d) "Emergency Trustee" shall mean a person or institution who is not a member of the Association, who is appointed by the Board of Directors in accordance with the Association's disaster plan. Such person or institution shall be a licensed Florida attorney, a bank with an established trust department in Florida with an office in the area in which the condominium is located or a licensed community association manager, provided that in an emergency such manager maintains a bonded trust account in which all Association funds are deposited for the benefit of the Association.

Section 2. Exercise of Emergency Powers. Emergency powers of the Association shall be exercised solely for the maintenance, protection and preservation of the condominium property or the Association property and for the protection of the safety and health of the residents of the condominium during the emergency.

(a) Emergency Officers. The Board of Directors of the Association shall appoint one or more Emergency Officers to exercise the emergency powers provided in the Association's disaster plan. Such Emergency Officers shall have all powers set forth in the disaster plan and as may be reasonably required to perform the duties of such office and acts of such Officers within the scope of their appointments shall be considered the acts of the Association. The Emergency Officers shall constitute the Board of Directors during the emergency period.

(b) Emergency Trustee. The Board of Directors shall appoint an Emergency Trustee to act as Trustee on behalf of the Association for the purpose of exercising the emergency powers, who shall take office if, and only if, none of the Emergency Officers appointed by the Association are willing or able to exercise the powers set forth in the disaster plan. The Emergency Trustee shall serve in the capacity of the Board of Directors during the emergency period. Such Emergency Trustee shall be entitled to charge a reasonable fee for acting in such capacity, and such fee and all costs and expenses incurred by the Emergency Trustee in the performance of its duties under the plan shall be paid by the Association and shall be common expenses of the Association until one or more Emergency Officers or a quorum of the Board of Directors resumes the exercise of the powers of the Board on behalf of the Association.

- (c) Court Appointment. In the event neither the Emergency Officers nor the Emergency Trustee are willing or able to perform the duties of such office as set forth in the disaster plan, any Unit Owner may petition the Circuit Court in Pinellas County, Florida for the appointment of a receiver to act as the Emergency Trustee under the disaster plan. All costs and expenses incurred by the petitioner or by such Emergency Trustee in the performance of its duties under the disaster plan shall be paid by the association and shall be common expenses of the Association.
- (d) Fidelity Bonding; Liability Insurance. All persons appointed under this section shall be considered to be persons who control or disburse funds of the Association pursuant to Section 718.112(2)(i), Florida Statutes (2000) as amended from time to time. The Association shall obtain and maintain adequate fidelity bonding for all such persons. The Association shall obtain and maintain adequate errors and omissions insurance covering all persons appointed under this section.
- (e) Liability. Actions taken during an emergency in good faith and to further the ordinary affairs of the Association by any person appointed to represent the Association under this part shall bind the Association and shall have the presumption of being reasonable and necessary. Such persons shall not be personally liable for the consequences of their actions unless the same shall have been undertaken in bad faith with gross negligence, or through willful misconduct.
- (f) Use of Association Funds. Notwithstanding restrictions as to the uses and amounts of funds contained in the budget, the Declaration, the Association's Bylaws or the Condominium Act, the Association is authorized to expend the available funds, including funds reserved for particular purposes and interest accrued thereon under

Section 718.112(2)(f), Florida Statutes, for the purpose of this part, without a vote of the members.

(g) Settlement of Losses. Notwithstanding anything to the contrary in the Declaration or the Association's Bylaws, the Association shall act on behalf of all Unit Owners without the necessity of consulting with Unit Owners to settle insurance claims as to matters covered by Association insurance policies.

(h) Succession. The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, the lines of succession if during such emergency any or all of the Officers or agents of the Association cannot be located, assembled, or are otherwise incapable of discharging their duties.

(i) Association Office. The Board of Directors of the Association may relocate the principal office or designate and alternate principal office for the duration of the emergency.

(j) Time Periods. The time periods for inspections of official records, preparation and delivery of year end financial statements, responses to complaints from Unit Owners, notices for meetings of the Board of Directors, and notices for meetings of the membership are waived or suspended for the duration of the emergency. Notice shall be given of all meetings to the extent that it is possible or practicable, but shall not be required to the extent that it is not possible or practicable.

(k) Powers. To the extent not inconsistent with any Emergency Bylaws of the Association, the Emergency Bylaws shall remain in effect for the duration of the emergency and shall terminate without action of the Board of Directors upon termination of the emergency.

ARTICLE VII

SEVERABILITY

Should any of the provisions herein imposed be void or become unenforceable at law, or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

The foregoing was adopted as the Bylaws of MARILYN PINES UNIT II CONDOMINIUM ASSOCIATION, INC, a corporation not for profit under the laws of the State of Florida, at a special or regular meeting of the members on the 25th day of November, A.D. 2002.

MARILYN PINES UNIT II
CONDOMINIUM ASSOCIATION, INC.

Attest: Richard G. Lee
Secretary

By: Betty Inez L. Lee
President

Print Name: RICHARD G. LEE

Print Name: BETTY INEZ L. LEE