

**BYLAWS OF
ORCHARD WALK HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

NAME, LOCATION AND PURPOSE

Section 1. Name. The name of the corporation is ORCHARD WALK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

Section 2. Location. The mailing address of the corporation may be located at the Secretary's address, but meetings of members and directors may be held at such places within the State of Florida, County of Leon, as may be designated by the Board of Directors.

Section 3. Purpose. The purpose of this Association shall be to maintain Orchard Walk as a residential area, to ensure that the surrounding real estate will not develop in a detrimental way, and to represent the interest of the community in all matters affecting the residents of Orchard Walk.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to ORCHARD WALK HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, its successors and assigns.

Section 2. "Board" shall mean and refer to those persons elected to serve as the Officers and the Directors of the Association.

Section 3. "Common Area" shall mean all real property, if any, owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Declarant" shall mean and refer to ORCHARD WALK HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of Circuit Court, Leon County, Florida.

Section 6. "Directors" shall mean and refer to those three (3) persons elected to serve as the Board of Directors of the Association.

Section 7. "Lien" shall mean and refer to an encumbrance on one person's property to secure a debt the property owner owes to the Association.

Section 8. "Lot" shall mean and refer to any plot of land shown upon any recorded or unrecorded subdivision map of the Properties with the exception of the Common Area.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 10. "Officers" shall mean and refer to those persons elected to serve as President, Vice President, Secretary, and Treasurer of the Association.

Section 11. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 12. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III

MEMBERSHIP

Section 1. The membership of this Association shall be limited to adult Owners of the Orchard Walk Subdivision.

Section 2. Dues will be ninety nine (99.00) dollars, annually, subject to review and increase, if necessary, by action by the Board of Directors.

Section 3. Homeowners in good standing shall be entitled to one vote per household on all matters presented to the Association at Special or Annual meetings of the Association.

ARTICLE IV

MEETINGS

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 the same month of each year thereafter.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty (30) 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 the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes shall constitute a quorum for any action except as otherwise

provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each household may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the household of this Lot.

ARTICLE V

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one (1) year, one director for a term of two (2) years and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one director for a term of three (3) years.

Section 3. Selection. No more than one person from each household can be elected as an Officer or Board of Director.

Section 4. Removal. 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, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 5. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, upon prior approval of the Board.

Section 6. Action Taken Without a Meeting. The directors shall 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 shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors prior

to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members.

Section 2. Election. Election to the Board of Directors may be by secret ballot or open vote. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors may be held monthly without notice to members, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by two directors, after not fewer than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every action or decision done or made by a majority of the directors present at a duly held meeting at which quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

BOARD OF DIRECTORS POWERS AND DUTIES

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

- (a) Adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights of a household during any period in which such household shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for any infraction of published rules and regulations;
- (c) Reinstate the voting rights upon payment of any household during any period in which such household shall come in to compliance of any assessment levied or infraction of published rules and regulations by the Association;

- (d) 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;
- (e) 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;
- (f) Employ a Consultant, or such other employees as they deem necessary, and to prescribe their duties; and
- (g) Appoint a member temporarily whose term shall expire at the next annual meeting.

Section 2. Duties. It shall 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 any special meeting when such statement is requested in writing by at least one-fourth (1/4) of the members who are entitled to vote;
- (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 Lot at least thirty (30) days in advance of each annual assessment period;
 - 2. Levy a special assessment against each Lot at least sixty (60) days prior to a due date;
 - 3. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 4. Foreclose the lien against any property for which assessments are not paid within forty-five (45) days after due date and/or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a record setting forth whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these records. If a record states an assessment has been paid, such record shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association; and
- (f) Cause the Common Area to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. 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, 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 first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the members and each shall hold office for one (1) year unless he or she shall resign, or shall be removed or otherwise be 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 Directors. Any officer may resign at any time giving written notice to the Directors, 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 Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. 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.

President

The president shall preside at the annual meeting and all meetings of the Directors; shall see that orders and resolution of the Board are carried out; shall sign written documents; shall co-sign any checks greater than \$500.00; and all promissory notes.

Vice President

The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate

current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books to be verified by the Directors at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented at the annual meeting, and deliver a copy of each to the members prior to the annual meeting.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Such committees shall meet at a minimum quarterly, or as needed, and shall submit minutes within thirty (30) days to the OWHA Secretary.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member with prior notice of time and date in writing. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for review by any member from the Secretary of the Association, where copies may be obtained at a cost paid by the member.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each Owner of any Lot is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen (18) percent 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, cost and reasonable attorney's fees of any such

action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumferences the words: ORCHARD WALK HOMEOWNERS ASSOCIATION, INC., a corporation not for profit.

ARTICLE XIV

AMENDMENTS OF BYLAWS

Section 1. These bylaws may be amended, at an annual or special meeting of the members, by a vote of at least two-thirds (2/3) of the households, present and by proxy, provided that the amendment has been submitted in writing at a previous meeting or in the notification of the forthcoming meeting, except that the Federal Housing Administration or the Veterans Administration shall have the right to vote amendments while there is Class B membership.

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 these Bylaws, the Declaration shall control.

(This space left blank intentionally.)

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year began on the date of incorporation.

The undersigned President of the Association hereby certifies that these Amended Bylaws were approved by the requisite number of Members of the Association as required by Article XIV, Section 1 of the original Bylaws of the Association dated August 24, 1996.

Susan Oatres

Witness

By:

Jeffrey Patton
Jeffrey Patton, President

ORCHARD WALK HOMEOWNERS
ASSOCIATION, INC.

Mary Ann Kelley

Witness

STATE OF FLORIDA

COUNTY OF LEON

Jeffrey Patton as President of ORCHARD WALK HOMEOWNERS ASSOCIATION, INC., known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he or she executed the same, that I relied upon the following form of identification of the above-named persons: Jeffrey Patton and that an oath (was) (was not) taken.

Driver License P350 421 70 209 0

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of October, 2014.


Henrietta Isom

Notary