

BY-LAWS
OF
HUNTINGTON PLACE
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I
OFFICES

Section 1. The registered office of the corporation (hereinafter referred to as either the "corporation" or as the "Association") in the State of Florida shall be located in the City of Vero Beach, County of Indian River. The corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE II
DEFINITIONS

Section 1. "Architectural Control Board" (hereinafter referred to as either the "ARB" or the "Committee") shall mean and refer to a board of members initially appointed by the Declarant and subsequently appointed by the Board of Directors of the Association for the primary purpose of assuring that all Owners of Lots improve and maintain the said Lots and all structures located thereon in conformity with restrictions, covenants and architectural requirements described herein and in any related documents created by Declarant.

Section 2. "Association" shall mean and refer to **HUNTINGTON PLACE PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation**, its successors and assigns.

Section 3. "Common Area" shall mean all of the portions of the Property now or hereafter owned by the Association for the common use and enjoyment of each Owner, including but not limited to the Wetland Preserve Areas and Wetland Buffer Areas and Wetland Buffer Easements, if any, as depicted on the Plat. The Common Area to be owned ultimately by the Association is as set forth on the Plat, and includes all property set forth on the Plat of Huntington Place Subdivision, less and except the individual Lots shown thereon and shall further include all other portions of the Property not a part of the individual Lots. The Property, as described herein and to which these By-Laws apply, is referred to herein as "Huntington Place."

Section 4. "Declarant" shall mean and refer to **FOSTER I.R.C., LLC, a California limited liability company**, its successors and assigns.

Section 5. "Declaration" shall mean the Declaration of Covenants, Conditions, and Restrictions of Huntington Place recorded in and among the Public Records of Indian River County, Florida.

Section 6. "Easements" shall mean that portion of the Property including Lots or portions thereof, which have heretofore or which may hereafter be set aside by the Declarant for the limited

or common use of the Declarant, Owners, their invitees, guests, successors or assigns for ingress, egress, utilities, water sewer, lighting, drainage, or otherwise and for all purposes related to the Huntington Place or as may be indicated on the Plat.

Section 7. "Huntington Place Property Owners' Association, Inc." or "Association" shall mean and refer to Huntington Place Property Owners' Association, Inc., a Florida not-for-profit corporation, which corporation has been formed for the primary purpose of enforcing the covenants, conditions, restrictions and limitations contained herein and whose membership shall be comprised of all Owners of the Lots in Huntington Place. These By-Laws apply to the Association.

Section 8. "Lot" shall mean a portion of the Property intended for any type of separate, independent ownership and single family use. The Lots are described in the Declaration and on the Plat.

Section 9. "Member" or "member" shall mean any Owner who is a member of the Association. All Owners are and shall be required to be members of the Association.

Section 10. "Owner" or "owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of any Lot which is part of the Property but excluding any party holding the fee simple title merely as security for the performance of an obligation. Owner shall include Declarant as to each and every Lot owned by Declarant.

Section 11. "Plat" shall mean the Plat of Huntington Place Subdivision recorded in the Public Records of Indian River County, Florida.

Section 12. "Property" shall mean and refer to the real property described on EXHIBIT "A" attached hereto and incorporated herein by reference.

Section 13. "Structure" shall mean any thing or object (other than trees, shrubbery and other landscaping) the placement of which upon any Lot may affect the appearance of such Lot including but not limited to any building or part thereof, garage, porch, balcony, shed, greenhouse, bathhouse, barbecue pit, patio, swimming pool, television or radio antenna, clotheslines, fence, curbing, paving, wall, recreational facilities, lawn decorative objects including but not limited to statues and tables, living quarters of any nature or any other temporary or permanent improvements to such Lot and any excavation, fill, ditch, dune or other thing or device which affects or alters the natural flow of surface water from or across any Lot or which affects or alters the flow of any waters in any natural or artificial stream, wash or drainage channel from, upon or across any Lot.

Section 14. "Roadways" shall mean those private Roadways depicted on the Plat of the subdivision. Said Roadways shall be maintained and preserved collectively by all of the Owners pursuant to Article V of the Declaration.

Section 15. "Subdivision" or "community" shall mean Huntington Place Subdivision, as described in and on the Plat.

Section 16. "Surface Water Management System" or "Storm Water Management System" or "system" shall mean a system which is designated and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use, or reuse water to prevent or reduce flooding,

overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges.

Section 17. "Wet Well" shall mean the below grade compartments of a pumping station into which the liquid flows and from which the pumps draw suction.

Definitions of relevant terms for these By-Laws are also found in the Declaration. In the event of an inconsistency, the Declaration definition shall control and govern.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the members of this corporation shall be held no later than the fifteenth (15th) day of the month of February of each year. The annual meeting of the members for any year shall be held no later than thirteen months after the last preceding annual meeting of the members. Business transacted at the annual meeting shall include the election of directors of the corporation.

Section 2. Special Meetings: Special meetings of the members shall be held when directed by the President, the Board of Directors, or when requested in writing by the three-tenths (3/10ths) of the total voting interests of those entitled to vote. A meeting requested by members shall be called for a date not less than fourteen (14) nor more than sixty (60) days after the request is made, unless the members requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or members requesting the meeting shall designate another person to do so.

Section 3. Place: Meetings of members may be held within or without the State of Florida. If no designation is made, the place of the meeting shall be the registered office of the corporation.

Section 4. Notice: Written notice stating the place, date, and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called shall be delivered not less than fourteen (14) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the books of the corporation, with postage thereon prepaid. The corporation shall maintain a record of all members.

Section 5. Notice of Adjourned Meetings: When a meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the place and time to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each member of record on the new record date entitled to vote at such meeting.

Section 6. Closing of Corporate Books and Fixing Record Date: For the purpose of determining members entitled to notice of or to vote at any meeting of member or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of

Directors may provide that the corporate membership books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the corporate membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten (10) days immediately preceding such meeting.

In lieu of closing the corporate membership books, the Board of Directors may fix in advance a date as the record for any determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken.

When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 7. Voting Record: The officers or agent having charge of the corporate record books for voting interests of the corporation shall at least ten (10) days before each meeting of the members make a complete list of the members entitled to vote at such meetings or any adjournment thereof, with the address of and the number and class. The list for a period of ten (10) days prior to such meeting shall be kept on file at the registered office of the corporation at the principal place of business of the corporation or at the office of the transfer agent or registrar of the corporation; and any member shall be entitled to inspect the list at any time during usual business hours and in accordance with applicable law. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

If the requirements of this section have not been complied with substantially, the meeting on demand of any member in person or by proxy shall be adjourned until the requirements are met. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 8. Member Quorum and Voting: Twenty (20%) percent of the voting interests entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of members.

If a quorum is present, the affirmative vote of the majority of the voting interests represented at the meeting and entitled to vote on the subject matter shall be and be deemed the act of the members unless otherwise provided by law.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 9. Voting of Voting Interests: Each member entitled to vote in accordance with the terms and provisions of the Declaration. The vote for directors shall be by ballot. All other requirements as to voting shall be in accordance with the laws of the State of Florida.

Voting shall be based upon voting interests and percentages thereof, as defined in the Declaration. By way of example but not limitation, if the Declarant owns seventeen (17) Lots and one hundred twenty-four (124) Lots have been sold and conveyed to individual purchasers, the total voting interests equal two hundred fifty and sixty-five one-hundredths (250.65); i.e., one hundred

twenty-six and sixty-five one-hundredths (26.65) votes for the Declarant and one (1) vote for each of the individual Lot Owners, respectively, pursuant to Article IV of the Declaration. Thus, under this example, a majority of the voting interests would be vested in the Declarant (26.65 versus 124). This provision is subject to applicable provisions in the Declaration and to Section 720.3075(1)(c), *Florida Statutes*.

Section 10. Proxies: The use of proxies shall be governed by Section 720.306, *Florida Statutes*.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of ninety (90) days from the date thereof. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless before the authority is exercised written notice of an adjudication of such incompetence or of such death is received by the corporate officer responsible for maintaining the list of members.

If a proxy for the same voting interest confers authority upon two (2) or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one (1), may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such voting interests shall be prorated.

If a proxy provides, any proxy holder may appoint in writing a substitute to act in his place.

ARTICLE IV DIRECTORS

Section 1. Function: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. A director shall perform such director's duties in such capacity, including such director's duties as a member of any committee, including but not limited to the Architectural Review Board, of the Board of Directors upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting at which such statement is requested in writing by three-tenths (3/10ths) of the Class A 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 or otherwise provided in the Declaration, to:

(1) fix the amount of the annual assessment upon each Lot in advance in of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto in advance of each annual assessment collection period; annual assessments shall be collected and due on a quarterly basis; and

(3) foreclose the lien against any Lot for which assessments are not paid, as specified in the Declaration, 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 certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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

(f) cause all officers or employees who have fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

Section 2. Qualification: Directors need not be residents of this state or members of this corporation.

Section 3. Compensation: The Board of Directors shall serve without compensation.

Section 4. Duties of Director: A Director shall perform his duties, including in his capacity as a member of any committee of the Board of Directors upon which he may serve in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one (1) or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(c) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

Section 5. Presumption of Assent: A director of the corporation who is present at a meeting of its directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the record of such meeting reflects that said director voted against such action or abstained from voting in respect thereto because of an asserted conflict of interest.

Section 6. Number: This corporation shall be managed initially by a Board of Directors of two (2) directors. After turnover, as defined in the Declaration, the number of directors may be increased to a maximum of seven (7) members (and no even number, thereafter, is permissible) or decreased to no fewer than three (3) members from time to time by amendment to these By-Laws or by vote of a majority of the members; but no decrease shall have the effect of shortening the terms of an incumbent director.

Section 7. Election and Term: At the first annual meeting of members and at each annual meeting thereafter the members shall elect directors to hold office until the next succeeding annual meeting, or until successors shall have been elected and qualified or until the earlier resignation, removal from office or death. Election and voting procedures shall be governed by Section 720.306, *Florida Statutes*.

Election to the Board of Directors shall be by secret written ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise hereunder. The director shall be elected by the affirmative vote of the holders of a majority of the voting interests represented at a meeting at which a quorum is present. Cumulative voting is not permitted.

Section 8. Vacancies: Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

Section 9. Removal of Directors: At a meeting of members called expressly for that purpose, any director or the entire Board of Directors may be removed with or without cause by a vote of the holders of a majority of the voting interests then entitled to vote at an election of directors.

Section 10. Quorum and Voting: A majority of the number of directors fixed by these By-Laws shall constitute a quorum of the transaction of business. The act of the majority of the directors present at meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Executive and Other Committees: The Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members an Executive Committee and other committees; and each such committee shall serve at the pleasure of the Board of Directors with the authority contained in the *Florida Statutes*. The Board of Directors by resolution may designate one (1) or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 12. Regular Meetings: A regular meeting of the Directors shall be held without other or further notice than this by-law, immediately after and at the same place as the annual meeting of the members, including for the purposes of electing officers.

Section 13. Special Meetings: Special Meetings of the Directors may be called by the President or by any two (2) directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by said person or persons. Members of the Board of Directors may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Notice: Except in the event of an emergency, written notice of the time and place of Special Meetings of Directors shall be given to each director either by personal delivery or by mail, telegram, or cablegram at least forty-eight (48) hours prior to the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted at or the purpose of any Special Meeting of the directors shall be specified in the written waiver of notice.

Section 15. Action Without a Meeting: Any action required to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing or a written action in lieu of a meeting, setting forth the action so to be taken, signed by all of the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE V OFFICERS

Section 1. Officers: The officers of this corporation shall consist of a president, vice president, secretary and treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person. The directors shall elect officers of the corporation annually at the meeting of the directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or resignation or until he shall have been removed in the manner provided herein. A director need not hold an office; an officer need not be a director.

Section 2. Duties of Officers: The officers of this corporation shall have the following duties:

THE PRESIDENT shall be the chief executive officer of the corporation, shall have general active management of the business and affairs of the corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the members and Board of Directors.

THE VICE PRESIDENT shall have the same responsibilities of the President, exercisable only in the absence of the President. The Board of Directors may name as many Vice Presidents as it deems necessary or expedient.

THE SECRETARY shall have custody of, and maintain, all of the corporate records except the financial records, shall record the minutes of all meetings of the

members and Board of Directors, send all notices of meetings, and perform such other duties as may be prescribed by the Board of Directors or the President.

THE TREASURER shall have custody of the corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meeting of the members and whenever else required by the board of Directors or the Present, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal: Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in the Director's judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI BOOKS AND RECORDS

This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors upon the terms and conditions provided by law.

ARTICLE VII COMMITTEES

The Association shall appoint an Architectural Control Board, as provided in the Declaration and as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin on the first (1st) day of the month of January in each year.

ARTICLE IX ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within the time set forth in the Declaration, the assessment shall bear interest from the date of delinquency at the maximum rate allowable by Florida law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waiver or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his Lot.

**ARTICLE X
CORPORATE SEAL**

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation, year of incorporation and the words *corporate seal*.

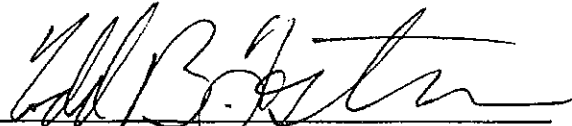
**ARTICLE XI
AMENDMENT**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the voting interests of the members present in person or by proxy.


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

IN WITNESS WHEREOF, the undersigned directors of the corporation do hereby affix the said directors' hands and seals on the date set forth below thereby evidencing the adoption of the foregoing By-Laws of the corporation.

"DIRECTORS"



TODD FOSTER



MARK FOSTER

Date: January 8, 2007