

BY-LAWS

OF

INDIAN PINES PROPERTY ASSOCIATION, INC.

A Florida Corporation Not For Profit

1. DEFINITIONS. All terms used herein which are defined in the Declaration of Covenants and Restrictions for INDIAN PINES shall be used herein with the same meaning as defined in said Declaration.

2. LOCATION OF PRINCIPAL OFFICE. The principal office of the Association shall be located at 3000 S. E. Aster Lane, Stuart, Florida 33494, or at such other place as may be established by resolution of the Board of Directors of the Association.

3. ASSESSMENTS. Assessments and installments thereon not paid when due shall bear interest from the date when due until paid at the rate set forth in the Declaration and Covenants and Restrictions for INDIAN PINES.

4. BOARD OF DIRECTORS.

4.1 Directors having a majority of votes of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

4.2 Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of Directors; except that the Developer, to the exclusion of the other members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by the Developer. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and/or appointed and qualified.

5. EXECUTIVE COMMITTEE.

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5.1 The Board of Directors may, by resolution, appoint an Executive Committee of two (2) or more members, to serve during the pleasure of the Board, to consist of such Directors as the Board may from time to time designate. The Chairman of the Executive Committee shall be designated by the Board of Directors.

5.2 The Executive Committee, by a vote of a majority of its members,

shall fix its own times and places of meeting, shall determine the number of its members constituting a quorum for the transaction of business, and shall prescribe its own rules of procedure; no change in which shall be made save by a majority vote of its members.

5.3 During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the business and affairs of the corporation.

#### 6. ELECTION OF DIRECTORS, NOMINATING AND ELECTION COMMITTEES.

6.1 Nominations for election of Board members may be made by a Nominating Committee appointed by the Board.

6.2 The Nominating Committee shall make as many nominations for election to the available positions on the Board of Directors as it shall in its discretion determine to be appropriate.

6.3 Within thirty (30) days of the date of the annual meeting of the Association, the Nominating Committee shall notify the Secretary/Treasurer of the names of the candidates nominated for election to the Board of Directors other than to the positions thereon reserved to the Developer and any member that is a Condominium Association. Petitions for nominees of this class involved or by one-third (1/3) of the membership of the class, whichever is smaller.

6.4 Any member that is a Condominium Association shall, within fourteen (14) days of the date of the annual meeting of the Association notify the Secretary/Treasurer and the Nominating Committee of the name of the Director such member is electing to the Board of Directors.

6.5 The Developer shall, within fourteen (14) days of the date of the annual meeting of the Association notify the Secretary/Treasurer and the Nominating Committee of the names of the Directors the Developer is electing to the Board of Directors. As provided in Article 6 of the Articles of Incorporation of the Association, the Directors elected by the Developer shall have a total vote equal to the total number of votes held by all the Directors elected by the Condominium Associations and Units not within a Condominium Association plus one additional vote as long as it owns at least three (3) Units in INDIAN PINES and/or controls any Condominium Association that is a member or until ten (10) years from the date of recording the Declaration of the Association.

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6.6 The Secretary/Treasurer shall, within seven (7) days of receiving all notifications from the Nominating Committee, prepare and mail election ballots to the appropriate members for the Directors to be elected by them.

6.7 Nominations and notification of the vacancies being filled by the Developer and member Condominium Associations shall be placed on a written ballot as provided in Section 6.8 hereof and shall be made in advance of the time fixed therein for the mailing of such ballots to members.

6.8 All elections to the Board of Directors shall be made on written ballots which shall:

(a) Describe the vacancies to be filled by class of members entitled to vote for the seat to be filled; and

(b) Set forth the names of those nominated for each vacancy by the Nominating Committee or by petition for such vacancies and the names of those elected to the Board by the Developer and any Condominium Association that is a member.

Upon receipt of such ballots such members and representatives may, in respect to each vacancy, cast as many votes for the persons nominated by the Nominating Committee as they are entitled to exercise under the provisions of the Articles of Incorporation and these By-Laws.

6.9 The completed ballots shall be returned to the Secretary/Treasurer at the address of the Association, or at such other address as designated upon each ballot. Upon receipt of each ballot the Secretary/Treasurer shall immediately place it in a safe or other locked place until the day set for the counting of such ballots. On that day the ballots shall be turned over to an Election Committee, which shall consist of five members appointed by the Board of Directors, or be counted by the Secretary/Treasurer if the Board has not appointed an Election Committee.

6.10 The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this Article shall be deemed elected or appointed as of the date of the annual meeting of the Association.

#### 7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

7.1 The Board of Directors shall have power:

(a) To call meetings of the members of the Association.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To adopt and publish rules and regulations governing the use of the Common Area or any parcels thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

(e) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations, including the collection of the assessments of the Association, if desired.

(f) To exercise for the Association all powers, duties and

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authority vested in or delegated to this Association, except those reserved in the Declaration of Covenants and Restrictions for INDIAN PIPES or the Articles of Incorporation of the Association.

7.2 It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs.

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

(c) With reference to assessments of the Association.

(1) To fix the amount of the assessment against each member for each assessment period at least thirty (30) days in advance of such date or period;

(2) To prepare and maintain a roster of the member Condominium Associations and owners of units not within a Condominium and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and,

(3) To send written notice of each assessment to every member Condominium Association and owner of a unit not within a Condominium subject thereto.

(d) To issue or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

8. DIRECTORS AND MEETINGS.

8.1 The annual meeting of the Association shall be held on April 1st at 9:00 A.M., at the principal office of the Association, unless some other place is designated by the Board. The first meeting of the Board of Directors elected at such annual meeting shall follow directly on conclusion of the annual meeting. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

8.2 Notice of such annual meetings is hereby dispensed with. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

8.3 Special meetings of the Board of Directors shall be held when called by the President or Vice President of the Association or by any three Directors after not less than three (3) days notice to each Director.

8.4 The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors

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not present signs a written waiver of notice, or a consent to the holding of such meeting, or any approval shall be filed with the corporate records and made part of the minutes of the meeting.

#### 9. OFFICERS.

9.1 The officers shall be a President, a Vice President, and a Secretary/Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. The President shall be a member of the Board of Directors, but the other officers need not be.

9.2 The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

9.3 A vacancy in any office because of death, resignation or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.

9.4 All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

9.5 The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) See that orders and resolutions of the Board of Directors are carried out; and
- (c) Sign all notes, checks, leases, mortgages, deeds and all other written instruments.

9.6 The Vice President, or the Vice President so designated by the Board of Directors, if there is more than one Vice President, shall:

- (a) Perform all the duties of the President in his absence, and
- (b) Perform such other acts and duties as may be assigned by the Board of Directors.

9.7 The Secretary/Treasurer shall:

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- (a) Be ex-officio the Secretary of the Board of Directors;
- (b) Record the votes and keep the minutes of all proceedings in a book to be kept for such purpose;
- (c) Sign all certificates of membership;

- (d) Keep the records of the Association;
- (e) Record in a book kept for such purpose all the names of the members of the Association together with their addresses as registered by such member;
- (f) Receive and deposit in appropriate bank accounts all monies of the Association;
- (g) Disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board;
- (h) May, but need not, be a required signatory on checks and notes of the Association;
- (i) Keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and
- (j) Prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request of a member.

9.8 The salaries, if any, of the officers and assistant officers of the Association shall be set by the Board of Directors.

#### 10. COMMITTEES.

10.1 The Standing Committees of the Association shall be:

The Nominating Committee;  
The Standards Committee; and  
The Architectural Control Committee.

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors. The committees, except the Architectural Control Committee, shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until the succeeding committee members have been appointed. The Board of Directors may appoint such other committees as it deems desirable.

10.2 The Nominating Committee shall have the duties and functions described in these By-Laws.

10.3 The Standards Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of properties in INDIAN PINES and shall perform or see to the performance of such other functions as the Board, in its discretion, determines.

10.4 The Architectural Control Committee shall be appointed by the Developer (until relinquished by the Developer to the Association) and shall have the duties and functions described in the Declaration of Covenants and

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Restrictions for INDIAN PINES. A party aggrieved by a decision of the Architectural Control Committee shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, that the Board review such decision. The determination of the Board upon reviewing such decision of the Committee shall in all events be final.

10.5 Committees, other than the Nominating Committee or the Architectural Control Committee, appointed and so empowered by the Board of Directors shall have power to appoint sub-committees from among their membership and may delegate to any such sub-committees any powers, duties and functions.

10.6 It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director or officer of the Association which is further concerned with the matter presented.

11. BOOKS AND PAPERS. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

12. CORPORATE SEAL. The Association shall have a seal in circular form having within its circumference the words: INDIAN PINES PROPERTY ASSOCIATION, INC., Florida corporation not for profit, 1981. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, or otherwise.

13. AMENDMENT.

13.1 These By-Laws may only be altered, amended or added to at any duly called meeting of the members; provided:

(a) That the notice of the meeting shall contain a full statement of the proposed amendments; and

(b) That the quorum requirement for such purposes shall be a majority of all the then members, in person or by proxy.

In addition, it shall be necessary that there be an affirmative vote of three-fourths (3/4) of the qualified votes of members, as well as an affirmative vote of the Board of Directors in order to amend these By-Laws. No amendment of these By-Laws shall be adopted which would operate to impair or prejudice the rights and/or liabilities of any mortgagee.

13.2 Limitations on Amendment. No Amendment of these By-Laws shall be passed which shall change the provisions of these By-Laws relating to the lake(s) constructed in the Common Area without the written approval of the South Florida Water Management District or its successor.

CERTIFICATE

The foregoing was adopted as the By-Laws of INDIAN PINES PROPERTY ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, on the 21<sup>st</sup> day of July, 1981.

Patricia Scisced  
Secretary/Treasurer  
INDIAN PINES PROPERTY ASSOCIATION, INC.

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EXHIBIT 4  
TO  
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS  
AND  
DEVELOPER'S COMMITMENT TO PHASE DEVELOPMENT  
FOR  
INDIAN PINES

DESCRIPTION OF RECREATIONAL FACILITIES

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EXHIBIT A  
TO  
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS  
AND  
DEVELOPER'S COMMITMENT TO PHASE DEVELOPMENT  
FOR  
INDIAN PINES

DESCRIPTION OF RECREATIONAL FACILITIES

The recreational facilities consist of a 1,603 square foot clubhouse with 184 square foot entryway (with a maximum capacity of 265 persons); 251 square foot covered patio (with a maximum capacity of 42 persons) including a gazebo measuring 8 feet by 12 feet complete with paddle fan and lighting; heated swimming pool measuring 20 feet by 40 feet and approximately 6 feet in depth, and having surface area of 800 square feet (with a maximum capacity of 64 persons); pool deck of approximately 2,400 square feet (with a maximum capacity of 400 persons); 2 tennis courts and parking. The heated swimming pool and tennis courts are adjacent to the clubhouse. The clubhouse includes a main meeting room; 3 storage rooms; a wet bar with sink and cabinet; a janitor's closet; a ladies' room containing shower, vanity, 2 lavatories, 2 water closets enclosed by partitions; and a mens' room containing shower, vanity, 2 lavatories, water closet and two urinals enclosed by partitions.

The clubhouse will be furnished with the following items of personal property:

1 sofa, 1 love seat, 1 arm chair, 1 cocktail table, 2 end tables, 2 5-piece wicker dinette sets, 1 texture picture, 1 pair of lamps, 2 dried plants in planters, 4 pillows, 1 floral arrangement, 9 ceramic accessories, carpeting and vertical window blinds.

All recreational facilities are complete and are ready for use by Unit Owners in INDIAN PINES.

EXHIBIT 5  
TO  
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS  
AND  
DEVELOPER'S COMMITMENT TO PHASE DEVELOPMENT  
FOR  
INDIAN PINES

LEGAL OPINION

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EXHIBIT 5  
TO  
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS  
AND  
DEVELOPER'S COMMITMENT TO PHASE DEVELOPMENT  
FOR  
INDIAN PINES

TO WHOM IT MAY CONCERN:

RE: Lands Described on EXHIBIT 1 to the "DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS AND DEVELOPER'S COMMITMENT TO PHASE DEVELOPMENT OF INDIAN PINES"

I, the undersigned, being an attorney at law duly admitted and licensed to practice law in the State of Florida, and a member in good standing of The Florida Bar, and based upon a search of the public records of Martin County by Commonwealth Land Title Insurance Company, up to July 20, 1981, at 8:00 A. M., and based upon my examination of said search, am of the opinion that ASTER PROPERTIES, INC., is the owner of the above described property.

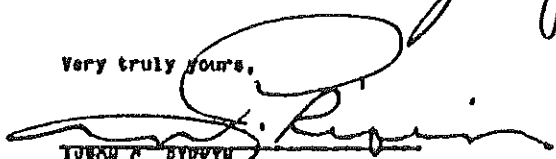
The lands so described encompass the lands reserved for future phases of INDIAN PINES, including INDIAN PINES CONDOMINIUM ONE. Title to the recreational facilities remains in ASTER PROPERTIES, INC., subject to the easements granted therein by the aforesaid Declaration.

This is to further certify that the current zoning for the property reserved for the aforesaid future phases permits the use of same as planned by the Developer, ASTER PROPERTIES, INC., to-wit: Multi-family residential use including condominiums.

This opinion is rendered as a part of the Developer's Commitment to Phase Development only and should not be relied upon in determining the exact status of title to any particular part of the property covered hereby at any given time of purchase or placing or extension of any mortgage lien or other encumbrance thereon.

ISSUED this 21<sup>st</sup> day of July, 1981.

Very truly yours,



AVRON C. RIVKIN  
Suite B  
209 Palm Beach Avenue  
Stuart, Florida 33494  
(305) 285-2800

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