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OF
OCEANS ATRIUM CONDOMINIUM ASSOCIATION, INC.

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BYLAWS

OF

OCEANS ATRIUM CONDOMINIUM ASSOCIATION, INC.

(A Florida Not For Profit Corporation)

ARTICLE I

Section 1. - Identity. These are the Bylaws of Oceans Atrium Condominium Association, Inc., called Association in these Bylaws, a corporation not for profit under the laws of the State of Florida. The Articles of Incorporation of the Association were filed in the office of the Secretary of State on _____. 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 Oceans Atrium, a Condominium, and is located at 3023 South Atlantic Avenue, Daytona Beach Shores, Florida.

Section 2. The office of the Association shall be 3023 South Atlantic Ave, Daytona Beach Shores, Florida.

Section 3. The fiscal year of the Association shall be the calendar year.

Section 4. The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

(impression of seal)



ARTICLE II

Membership, Voting, Majority of Owners, Quorum, Proxies

Section 1. - Membership. The owners of each unit shall automatically be members of the Association as provided in the Declaration of Condominium of Oceans Atrium, A Condominium (The Declaration).

Section 2. - Voting. Voting shall be based on unit ownership as provided or in the Declaration and each unit shall be entitled to one vote, except that where a unit is owned by the Association no vote shall be allowed for such unit. If a unit is owned by one person, his right to vote shall be established by the record title to his unit. If a unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation, excluding any unit which may be owned by this

EXHIBIT D
to

Declaration of Condominium
Oceans Atrium, a Condominium

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corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any record owner of a unit. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

Section 3. - Majority of Owners. As used in these Bylaws, the term "majority of owners", shall mean those owners holding a majority of the votes in accordance with the votes as assigned in the Declaration.

Section 4. - Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of a "majority of owners" as defined in Section 3 of this Article shall constitute a quorum.

Section 5. - Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall name the person authorized to vote, shall state the date, time and place of the meeting for which the proxy is given and shall be valid only for the particular meeting designated in the proxy or if adjourned to date, time and place certain, to the continuation thereof. A proxy must be filed with the Secretary at or before the appointed time of the meeting, or if given for the continued portion of an adjourned meeting, before the time to which the meeting is adjourned.

ARTICLE III

Administration

Section 1. - Association Responsibilities. The owners of the units, being all of the members of this non-profit corporation, will constitute the association of owners (hereinafter referred to as "Association") who will have the responsibility of administering the development, approving the annual budget, establishing and collecting monthly assessments and arranging for the management of the project. The Association agrees that in the event any present or future tax assessor refuses to tax units individually together with interest in the common elements, then the Board of Administration of this Association, referred to herein and in the Declaration and Articles of Incorporation of this Association as the Board of Directors, shall so assess each individual owner for his percentage of the tax as it shall actually be assessed, and each owner shall pay such assessment as herein provided for regular assessments, and the Association shall have the same rights and remedies as herein provided for regular assessments. Except as otherwise provided, decisions and resolutions of the Association shall require approval of a majority of owners.

Section 2. - Place of Meetings. Meetings of the Association shall be held at the principal office of the development or such other suitable place

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onvenient to the owners as may be designated by the Board of Directors.

Section 3. - Annual Meeting. The annual members' meeting of the association shall be held at 8:00 o'clock P.M. on the first Tuesday in December in each year, for the purpose of electing directors and transacting any other business authorized to be transacted by the members. Florida statutes require that unit owners meet at least once in each calendar year and such meeting shall be the annual meeting.

Section 4. - Special Meetings. It shall be the duty of the President to call a special meeting of the owners as directed by resolution of the Board of Directors or upon a petition signed by twenty-five (25%) percent of the owners and having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the votes present, either in person or by proxy.

Section 5. - Notice of Meetings. It shall be the duty of the Secretary to mail to each unit owner and to post at a conspicuous place on the condominium property a notice of each annual or special meeting, stating the purpose hereof as well as the time and place where it is to be held, at least fourteen (14) days prior to such meeting. A certificate of mailing shall be obtained as proof of such mailing. Unit owners may waive notice of meetings in writing prior to, at or after said meeting, which waiver shall be filed as part of the minutes of the meeting.

Section 6. - Adjourned Meetings. If any meeting of owners cannot be organized because a quorum has not attended, the owners who are present, either by proxy or in person, may adjourn the meeting to a time not more than forty-eight (48) hours from the time the original meeting was called. If the business for which the meeting is called is not completed, the meeting may be adjourned to a date, time and place certain, not more than ten (10) days from the time the original meeting was called.

Section 7. - Order of Business. At annual members' meetings and as far as practical at other members' meetings, the order of business shall be:

- a. Election of chairman of meeting
- b. Calling of the roll and certifying of proxies
- c. Proof of notice of meeting or waiver of notice
- d. Reading and disposal of any unapproved minutes
- e. Reports of officers
- f. Reports of committees
- g. Election of inspectors of election
- h. Election of directors
- i. Unfinished business
- j. New business
- k. Adjournment.

Section 8. - Parliamentary Rules. Roberts Rules of Order (latest revision and edition) shall govern the conduct of the Association and Board of

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Directors meetings when not in conflict with the Declaration of Condominium or these Bylaws.

Section 9. - Indemnification of Directors and Officers. The Association shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlements (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of having been directors or officers, or a director or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance, or malfeasance, in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

ARTICLE IV

Board of Directors

Section 1. - Number and Qualifications. The initial Board of Administration, referred to herein as the Board of Directors, consists of the three (3) persons named in the Articles of Incorporation, however, upon the sale and closing of the first unit by the Developer, the number of Directors shall be increased to five (5), all of whom shall be appointed by the Developer, however, within sixty (60) days after sales by the Developer have been closed and titled out on 15% of the units, that is a total of 12 units, two of the directors appointed by the developer shall resign and those positions on the board shall be filled by directors elected by the unit owners other than the developer. The directors of the Association shall have a fiduciary relationship to the unit owners.

Section 2. - Election. Election of directors shall be conducted in the following manner:

- a. Election of directors shall be held at the annual members' meeting.
- b. A nominating committee of five (5) members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual members' meeting. The committee shall nominate one person for each director then serving. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.
- c. The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- d. Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of

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members may be filled by the remaining directors.

e. Provided, however, that within sixty (60) days after sales by Developer have been closed and titled out on 15% of the units, that is, a total of twelve (12) units, two of the directors of the corporation appointed by the Developer shall resign and the Association shall call a meeting of the owners, giving not less than thirty (30) nor more than forty (40) days notice of such meeting, and at such meeting the unit owners other than the Developer shall be entitled to elect a total of two (2) directors to hold office until the next annual meeting of the Association at which time their successors shall be elected in accordance with these Bylaws or until the management of the condominium project is formally transferred to the Association. Within three (3) years, after sales by the Developer have been closed on fifty (50%) percent of the units, that is, a total of thirty-nine (39) units that will be operated ultimately by the corporation, or three (3) months after sales have been closed by the Developer on ninety (90%) percent of the units, that is, a total of seventy-one (71) units, or when all of the units that will ultimately be operated by the corporation have been completed, some of them sold, and one of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur, the Association shall call a meeting of the owners, giving not less than thirty (30) nor more than forty (40) days notice of such meeting, and at such meeting the unit owners other than the Developer shall be entitled to elect a total of four (4) directors to hold office until a special meeting to be held within sixty (60) days after the time that unit owners other than the Developer elect the majority of the members of the Board of the Association at which time their successors shall be elected in accordance with these Bylaws and a formal transfer of the management of the Association shall be made. The Developer further agrees, notwithstanding any other provisions of this document and in spite of any rights reserved elsewhere herein to Developer, that following the earlier of the expiration of four (4) months after sales have been closed by the Developer on seventy-five (75%) percent of the units or the expiration of three (3) years from the date of the first conveyance of a unit by the Developer, it shall have no right to "control" the Association, the Association Board of Directors, the Condominium, or the unit owners in any manner. The Developer further agrees that if "control" has not previously been relinquished under other provisions of this document prior to the earlier of the above dates that all actions necessary to relinquish "control", will be taken on or before that date. As long as the Developer holds for sale in the ordinary course of business at least four (4) units in the condominium project, Developer shall be entitled to elect one (1) member of the Board of Directors of the Association, however, Developer may waive such right. The number of authorized directors may be increased by action of the owners after turnover of control has occurred.

f. The Developer may at any time after the unit owners other than the Developer have elected two (2) directors, cause its directors to resign and by such act turn over control of the Association to the unit owners other than the Developer, whereupon it shall be the affirmative obligation of the remaining director(s) to elect directors to fill the vacancies and to assume control of the Association.

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Section 3. - Term. The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

Section 4. - 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 law or by these bylaws directed to be exercised and done by the owners.

Section 5. - Other Duties. In addition to the duties imposed by these bylaws or by the resolutions of the Association, the Board of Directors shall be responsible for the following:

- a. Shall comply with all the terms and conditions of the Declaration.
- b. Care and upkeep of the condominium and the common areas and facilities and limited common areas and facilities.
- c. Collection of monthly assessments from the owners.
- d. Employ, dismiss, and control the personnel necessary for the maintenance and operation of the project, the common areas and facilities and the limited common areas and facilities.

Section 6. - Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director by a vote of the owners as herein provided shall be filled by the vote of a majority of the remaining directors, and each person so elected shall be a director until a successor is elected to the next annual meeting of the Association.

Section 7. - Removal of Directors. At the annual or any special meeting of the members duly called for that purpose; or by agreement in writing, any one or more of the directors may be removed with or without cause by a majority vote of all unit owners and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting. A meeting to remove a member or members of the Board of Directors may be called by ten (10%) percent of the unit owners giving notice of the meeting as required for a meeting of unit owners and such notice shall state the purpose of the meeting.

Section 8. - Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 9. - Regular Meetings. Regular meetings of the Board of 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 four (4) such meetings shall be

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held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the time set for such meeting.

Section 10. - Special Meetings. Special meetings of the Board of Directors may be called by the President on three days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the meeting time, place (as hereinabove 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 three (3) directors.

Section 11. - Waiver of Notice. Before, at or after 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 of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 12. - Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and 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. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. - Notice of Board of Directors Meetings to Unit Owners. Notwithstanding any other provision of these Bylaws, all meetings of the Board of Directors shall be open to all unit owners and notices of meetings shall be posted at a conspicuous place on the condominium property forty-eight (48) hours in advance of the meeting for the attention of unit owners except in an emergency.

ARTICLE V

Officers

Section 1. - Designation. 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 the Board of Directors and all of whom shall be members of the Board of Directors. The Directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. The officers of the Association shall have a fiduciary relationship to the unit owners.

Section 2. - Election of Officers. The officers of the Association shall be elected annually by the Board of Directors of the organizational meeting of each new Board, and shall hold office at the pleasure of the Board.

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Section 3. - 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 successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. - President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the president of an association including, but not limited to, the power to appoint committees from among the owners, from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Association.

Section 5. - Vice President. The Vice President shall take the place of the President and perform his 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 so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6. - Secretary. The Secretary shall keep in a book in a businesslike manner the minutes of all meetings of the Board of Directors of all meetings of the Association, all of which minutes shall be available for inspection by unit owners and Board members at all reasonable times; such minutes shall be retained for a period of not less than seven (7) years; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all of the duties incident to the office of Secretary.

Section 7. - 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 in accordance with good accounting practices which shall be open to unit owners or their authorized representatives at reasonable times and written summaries of which shall be supplied at least annually to unit owners or their authorized representatives. Such accounting records shall include a record of all receipts and expenditures, an account for each unit which shall designate the name and address of the unit owners, the amount of each assessment, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due. He shall be responsible for the deposit of all monies 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 8. - Fidelity Bonding. All officers, directors and employees of the Association who control or disburse funds of the Association shall be covered by a fidelity bond in such amount as the Board of Directors may determine is adequate to safeguard the funds of the Association. The Association shall bear the cost of such bonding.

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Fiscal Management

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

Section 1. - Accounts. The receipts and expenditures of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

Section 2. - Budget. The Board of Directors shall adopt a budget for each calendar year. A copy of the proposed annual budget of common expenses shall be mailed to the unit owners not less than thirty (30) days prior to the meeting at which the budget will be considered. The unit owners shall be given written notice of the time and place at which the meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to the unit owners. If a budget is adopted by the Board of Directors which requires assessment against the unit owners in any fiscal or calendar year exceeding 115% of the assessment for the preceding year, upon written application of ten percent (10%) of the unit owners, a special meeting of the unit owners shall be held upon not less than ten (10) days written notice to each unit owner, but within thirty (30) days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting unit owners may consider and enact a revision of the budget, or recall any and all members of the Board of Directors and elect their successors. In either case, the revision of the budget or the recall of any and all members of the Board of Directors shall require a vote of not less than a majority of the whole number of votes of all unit owners. The Board of Directors may in any event propose a budget to the unit owners at a meeting of members or by writing, and if such budget or proposed budget be approved by the unit owners at the meeting, or by a majority of their whole number by a writing, such budget shall not thereafter be reexamined by the unit owners in the manner hereinabove set forth. In determining whether assessments exceed 115% of similar assessments in prior years, there shall be excluded in the computation any provision for reasonable reserves made by the Board of Directors in respect to repair or replacement of the condominium property or in respect of anticipated expenses by the condominium association which are not anticipated to be incurred on a regular or annual basis and there shall be excluded from such computation, assessment for betterments to the condominium project. Provided, however, that so long as the Developer is in control of the Board of Directors, the Board shall not impose an assessment for a year greater than 15% of the prior fiscal or calendar year's assessments without approval of a majority of the unit owners. Such proposed annual budget and budget adopted shall take into account those items specified in the Declaration and these bylaws and as may be provided by law from time to time.

Section 3. - Assessments. Assessments against the unit owners for their shares of the items of the budget shall be made for the calendar year annually in advance on or before December 10 preceding the year for which the assessments are made. Such assessment shall be payable in twelve (12) equal monthly installments on the 1st day of each month commencing on January 1 of

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the year for which the assessment is made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment and monthly installments on such assessment shall be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended by the Board of Directors if the accounts of the amended budget do not exceed the limitations for that year. The amendments of any account that does exceed the limitation as provided in these Bylaws shall be subject to notices and procedures as required in these Bylaws. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made shall be due in monthly payments. Assessments shall be paid monthly and in amounts no less than are required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. Any funds remaining at the end of the year or at the direction of the Board of Directors may be applied to reduce the assessment for the following year.

Section 4. - Acceleration of Assessment Installments Upon Default. If a unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may to the maximum extent permitted by law accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall come due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the unit owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

Section 5. - Assessments for Emergencies. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the unit owners. After such notice and upon approval in writing by persons entitled to cast more than one-half of the votes of the unit owners, the assessment shall become effective, and it shall be due after thirty (30) days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

Section 6. - Additional Assessments. Additional assessments may be made, upon affirmative vote of a majority of the unit owners, to establish reserves for capital improvements. Such funds are to be earmarked for specific capital improvements and are to be considered as contributions of capital.

Section 7. - Legal Action, Requirement to Notify Unit Owners. In any legal action in which the Association may be exposed to liability in excess of insurance coverage protecting it and the unit owners, the Association shall give notice of the exposure within a reasonable time to all unit owners who may be exposed to the liability and they shall have the right to intervene and defend. A copy of each insurance policy obtained by the Association shall be available for inspection by unit owners at reasonable times.

ARTICLE VII

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Section 1. - Assessments. Owners are obligated to pay monthly assessments imposed by this Association against their respective units to meet all project communal expenses. All owners agree to pay the taxes on their unit whether assessed directly or assessed against the condominium as a whole and prorated by the Board of Directors.

Section 2. - Maintenance and Repair.

a. Each unit owner must perform promptly all maintenance and repair work within his own unit, which if omitted would affect the condominium in its entirety or a part belonging to other owners, each unit owner being expressly responsible for the damage and liability that his failure to do so may cause.

b. Repairs to installations within the unit, such as water, light, gas, power, sewage, telephone, air conditioners, sanitary installations, doors, windows, lamps, and other accessories belonging to the unit are, except those items which by the Declaration are specifically the responsibility of the Association, shall be at the owner's expense, unless the repair is covered by insurance.

Section 3. - Use of Family Units - Internal Changes.

a. All units shall be utilized for residential purposes only.

b. An owner, other than the Developer, shall not make structural modifications or alterations in his unit or installations located therein except in the manner provided in the Declaration and these Bylaws.

Section 4. - Use of Common Areas and Facilities and Restricted Common Areas and Facilities. An owner shall not place or cause to be placed in the lobbies, stairways, vestibules, and other common areas and facilities furniture, obstructions, or objects of any kind. Such areas shall be furnished by the Association and used for normal transit through them.

Section 5. - Right of Entry.

a. Each owner hereby grants the right of entry to the manager or to any other persons authorized by the Board of Directors of the Association in case of an emergency originating in or threatening his unit, whether the owner is present at the time or not.

b. An owner shall permit representatives of the Association when so required, to enter his unit for the purpose of performing installations, operation, or repairs to the mechanical or electrical services, provided that requests for entry are made in advance and that such entry is at a time convenient to the owner. In case of an emergency, such right of entry shall be immediate.

Section 6. - Rules of Conduct. The Board of Directors of the Association shall adopt Rules and Regulations governing the conduct of unit owners in

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accordance with the provisions of these Bylaws.

ARTICLE VIII

Rules and Regulations, Committees

Section 1. - Adoption. The Board of Directors of the Association shall have the power by a two-thirds vote of all of the members of the Board of Directors, to adopt Rules and Regulations for the operation of the condominium, for the use of condominium property and governing the conduct of the unit owners.

Section 2. - Committees. The Board of Directors of the Association shall have the power, by a two-thirds vote of all of the members of the Board of Directors, to adopt rules and regulations establishing committees for the following purposes:

- a. Budget
- b. Parking control
- c. Pet control
- d. Recreation facilities
- e. Such other purposes as the Board of Directors may establish

The Board of Directors may establish by resolution the purpose of each committee, outline its mission and its authority; and determine the number of members to serve on the committees and their qualifications and appoint the members of such committees who shall serve at the pleasure of the Board of Directors.

ARTICLE IX

Enforcement

Section 1. - Review Committee. For the purposes of enforcing the terms and provisions of the Declaration of Condominium and the Articles of Incorporation of Oceans Atrium Condominium Association, Inc., enforcing these bylaws and the Rules and Regulations adopted by the Board of Directors, the Oceans Atrium Review Committee is hereby created and established.

a. Composition. The Oceans Atrium Review Committee shall consist of five (5) members, all of whom shall be unit owners and at least one (1) of whom shall be a member of the Board of Directors of the Association. The members of the committee shall be appointed by the Board of Directors and shall serve for a term of one (1) year and thereafter until their successor is appointed. The committee shall elect from its members its own chairman and its own secretary who shall keep minutes of all proceedings of the committee.

b. Duty to Investigate. It shall be the duty of the committee to investigate any alleged violation of the terms and provisions of the Declaration of Condominium, the Articles of Incorporation of Oceans Atrium Condominium Association, Inc., these Bylaws and the Rules and Regulations adopted by the Board of Directors of the Association. Alleged violations may

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be brought to the committee by a complaint in writing signed by a unit owner and referred to the committee by the Board of Directors, or the committee may act upon its own motion.

c. Written Complaint. An action under this section may be initiated upon the filing of a written complaint by any member of the Association or by any officer or member of the Board of Directors with the Board. The complaint shall constitute a written statement of charges which shall set forth in ordinary and concise language the acts or omissions with which the respondent is charged, to the end that the respondent will be able to prepare his defense. The complaint shall specify the specific provisions of The Condominium Act, the Declaration of Condominium, Articles of Incorporation, Bylaws or Rules and Regulations which the respondent is alleged to have violated, but shall not consist merely of charges phrased in the language of such provisions without supporting facts.

d. Service of Complaint. Upon the filing of the complaint, the Board shall serve a copy thereof on the respondent by any of the following means: (1) personal delivery or (2) by registered or certified mail, return receipt requested, and addressed to respondent, at the address appearing on the books of the Association. Service by mailing or posting shall be deemed delivered and effective two (2) days after such posting and mailing in a regular depository of the United States mail. The complaint shall be accompanied with a post card or other written for entitled "Notice of Defense" which, when signed by the respondent, or on behalf of respondent, will constitute a notice of defense hereunder. No order adversely affecting the rights of the respondent shall be made in any case, unless the respondent shall have been served as provided herein. The matter shall then be referred to the Review Committee for hearing.

e. Notice of Hearing. Along with service of complaint, the committee shall serve a Notice of Hearing, as provided herein, on all parties at least ten (10) days prior to the hearing. The notice to the respondent shall be substantially in the following form but may include other information:

"You are hereby notified that a hearing will be held before the Oceans Atrium Review Committee at _____

on the _____ day of _____, 19____, at the hour of _____ upon the charges made in the complaint served upon you. You may be present at the hearing, may but need not be represented by counsel, may have a court reporter present at the hearing, may present any relevant evidence and you will be given full opportunity to cross-examine all witnesses testifying against you. You are entitled to compel the attendance of witnesses and the production of books, documents or other items by applying to the Board of Directors of the Association."

If any of the parties can, within twenty-four (24) hours, show good cause

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as to why they cannot attend the hearing on the set date and indicate times and dates on which they would be available the committee may reset the time and date of hearing and promptly deliver notice of the new hearing date.

f. Notice of Defense. Service of complaint and Notice of hearing shall be accompanied by a Notice of Defense.

The Notice of Defense shall state the respondent may:

- (1) Attend a hearing before the committee as hereinafter provided;
- (2) Object to a complaint upon the grounds that it does not state acts or omissions upon which the committee may proceed;
- (3) Object to the form of the complaint on the grounds that it is so indefinite or uncertain that the respondent cannot identify the violating behavior or prepare his defense; or

(4) Admit to the complaint in whole or in part. In such event the committee shall meet to determine appropriate action or penalty, if any. Any objections to the form or substance of the complaint shall be considered by the committee within ten (10) days of their receipt. The committee shall make its determination and notify all parties within said ten (10) day period. If the complaint is insufficient, the complaining party shall have seven (7) day within which to amend the complaint to make it sufficient. The same procedure as set forth above shall be followed with respect to any amended or supplemental complaint. If it is determined by the committee that the complaint is still insufficient, then the matter shall be dismissed by the committee.

g. Cease and Desist Orders. The committee may, at its own discretion, issue a cease and desist order, along with the complaint statement to respondent and Notice of Defense, such cease and desist order to be substantially in the following form:

"The Oceans Atrium Review Committee has received the attached complaint.

The committee hereby requests that you CEASE AND DESIST such acts or actions until such time, if any, as a ruling of the committee or court of law permits.

Failure to comply with this request may result in penalty greater than that which would be imposed for a single violation."

h. Amended or Supplemental Complaints. At any time prior to the hearing date, the committee may file or permit the filing of an amended or supplemental complaint. All parties shall be notified thereof in the manner as provided. If the amended or supplemental complaint presents new

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charges, the committee shall afford the respondent a reasonable opportunity to prepare his defense thereto.

i. Discovery. Upon written request to the other party, made prior to the hearing and within fifteen (15) days after service of the complaint by the committee or within ten (10) days after service of any amended or supplemental complaint, either party is entitled to (1) obtain the names and addresses of witnesses to the extent known to the other party, and (2) inspect and make a copy of any statements, writing and investigative reports relevant to the subject matter of the hearing. Nothing in this section, however, shall authorize the inspection or copying of any writing or thing which is privileged from disclosure by law or otherwise made confidential or protected as the attorney's work product. Any party claiming his request of discovery has not been complied with shall submit a petition to compel discovery with the committee. The committee shall make a determination and issue a written order setting forth the matters or parts thereof which the petitioner is entitled to discover.

j. Notarized Statements. At any time ten (10) or more days prior to a hearing or a continued hearing, any party shall mail or deliver to the opposing party a copy of any sworn statement which that party proposes to introduce in evidence, together with a notice as provided below. Unless the opposing party, within seven (7) days after such mailing or delivery, mails or delivers to the proponent a request to cross-examine the statements' author, his right to cross-examine such author is not afforded after request is made as herein provided; the statement may be introduced in evidence, but shall be given only the same effect as hearsay evidence.

k. Constraints on the Committee. It shall be incumbent upon each member of the committee to make a determination as to whether he is able to function in a disinterested and objective manner in consideration of the case before it. Any member incapable of such objective consideration of the case shall disclose such to the committee and remove himself from the proceedings and have it so recorded in the minutes. In any event, the respondent may challenge any member of the committee for cause, where a fair and impartial hearing cannot be afforded, at any time prior to the taking of evidence and testimony at the hearing. In the event of such a challenge, the committee shall meet to determine the sufficiency of the challenge. If a majority of the committee sustains the challenge, the President shall appoint a member to replace the challenged member of the committee.

1. Hearing.

(1) Whenever the committee has commenced to hear the matter and a member of the committee is forced to withdraw prior to a final determination, the remaining members shall continue to hear the case and the President shall replace the withdrawing member. Oral evidence shall be taken only on oath or affirmation administered by an officer of the Association.

(2) Each party shall have these rights: to call and examine witnesses; to introduce exhibits; to cross-examine opposing witnesses; and to rebut the evidence against him. Even if the respondent does not testify on his own

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behalf, he may still be called and examined as if under cross-examination.

(3) The hearing need not be conducted according to technical rules relating to evidence and witnesses. Generally, any relevant evidence shall be admitted if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs, regardless of the existence of any common law or statutory rule which might make improper the admission of such evidence over objection in civil actions. Hearsay evidence may be used for the purpose of supplementing or explaining other evidence, but shall not be sufficient in itself to support a finding.

(4) The chairman of the committee shall serve as hearing officer and preside over the hearing. At the beginning of the hearing, the hearing officer shall explain the rules and procedures by which the hearing is to be conducted. Generally, each principal is entitled to make an opening statement, starting with the complainant. Then each party is entitled to produce evidence, witnesses and testimony and to cross-examine the witnesses and opposing party. Then each party is entitled to make a closing statement. Any party may waive the rights to exercise any part of this process, and the committee is entitled to exercise its discretion as to the specific manner in which the hearing will be conducted, so long as the above rights are protected.

(m) Authorized Action. At the conclusion of testimony, the committee shall deliberate the evidence. By a vote of its members, the committee shall determine whether the allegations as presented constitute a violation. If the committee concludes that a violation has taken place, it may have the following elections:

(1) Reprimand.

(2) Levying a fine in such amount as may be reasonable under the circumstances which shall not exceed the maximum amount permitted by Statute.

(n) Fines as Common Expense. Fines levied by the committee pursuant to this Article IX are not common expenses (as of September 1986), however, they shall be collectible by any means now or hereafter permitted by law.

(o) Appeals. In the event either party is aggrieved by the decision or actions of the committee, procedural or final, the aggrieved party may appeal the decision or action within ten (10) days of the action to the Board of Directors who shall review the matter on the record and render a decision within thirty (30) days from the receipt of the record of the hearing.

ARTICLE X

Amendments

Section 1. - Bylaws. These Bylaws may be amended from time to time by resolution adopted at any regular or special meeting of the unit owners of the condominium called in accordance with the Bylaws at which a quorum is present, such adoption to be by the affirmative vote of two-thirds of the total number of votes to which the unit owners present and voting shall be entitled, but not more than a majority of the total number of votes authorized. Such

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amendment shall be duly recorded in compliance with requirements of the Condominium Act. No amendment shall change any condominium parcel nor the share of the common elements, common expenses or common surplus attributable to any parcel, nor the voting rights appurtenant to any parcel, unless the record owners or owner thereof and all record owners of liens upon such parcel or parcels shall join in the execution of such amendments.

ARTICLE XI

Mortgagees

Section 1. - Notice to Association. An owner who mortgages his unit shall notify the Association through its Secretary of the name and address of his mortgagee, and shall file with the Secretary a copy of such mortgage; and the Association shall maintain such information in a book entitled "Mortgagees of Units".

Section 2. - Notice of Unpaid Assessments. The Association shall at the request of a mortgagee, report any unpaid assessment due from the owner of a unit upon which such mortgagee holds a mortgage.

ARTICLE XII

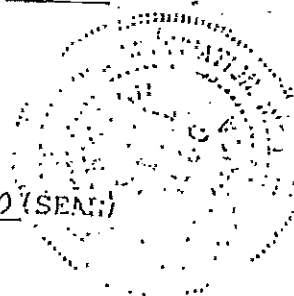
Compliance

Section 1. - Conflict with Declaration. In the event these Bylaws in any way conflict with the provisions of the Declaration of Condominium, it is hereby agreed and accepted that the provisions of the Declaration of Condominium will control.

The foregoing were adopted as the Bylaws of Oceans Atrium Condominium Association, Inc., at its membership meeting held the 7th day of December, 19 87.

This 7th day of December, 19 87.

Pamela C. Huggins (SEAL)
Pamela C. Huggins, Secretary



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OCEANS ATRIUM CONDOMINIUM ASSOCIATION, INC.

Legal Description of Land

Lot 9, except the northerly 4.0 feet and all of Lots 10 and 11 and the northerly 8.0 feet of Lot 12 and their easterly projection to the existing bulkhead line, Block B, McElroy's Belleview, as recorded in Map Book 11, Page 98, Public Records of Volusia County, Florida.

EXHIBIT A
to
Bylaws