

PREPARED BY  
ABERDEEN HOMEOWNERS ASSOCIATION, INC.  
RETURN TO:  
JOSEPH R. CIANFRONE, P.A.  
1964 BAYSHORE BOULEVARD  
DUNEDIN, FL 34698

KEN BURKE, CLERK OF COURT  
PINELLAS COUNTY FLORIDA  
INST# 2009246861 09/17/2009 at 03:01 PM  
OFF REC BK: 16701 PG: 813-825  
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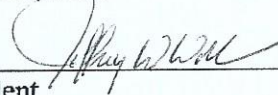
**CERTIFICATE  
AS TO THE  
AMENDED AND RESTATED BYLAWS  
OF  
ABERDEEN HOMEOWNERS ASSOCIATION, INC.**

NOTICE IS HEREBY GIVEN that at a duly called meeting of the Members on August 12, 2009, by a majority vote of the Members, the attached Amended and Restated Bylaws of Aberdeen Homeowners Association, Inc., were duly adopted.

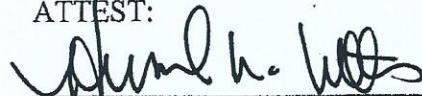
IN WITNESS WHEREOF, ABERDEEN HOMEOWNERS ASSOCIATION, INC., has caused this Certificate to be executed in accordance with the authority hereinabove expressed this 11 day of September, 2009.

ABERDEEN HOMEOWNERS  
ASSOCIATION, INC.

(Corporate Seal)

By:   
President

ATTEST:

  
Secretary



STATE OF FLORIDA  
COUNTY OF PINELLAS

Julie A. Rockwell 9/11/09

The foregoing instrument was acknowledged before me this 11 day of Sept, 2009, by Jeffrey W. Wall, as President and Howard W. Wall, as Secretary of ABERDEEN HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They took an oath, and are personally known to me or have produced FLDL as identification to be the President and Secretary of the corporation executing the foregoing instrument, and they acknowledged executing the same

voluntarily under the authority duly vested in them by said corporation. If no type of identification is indicated, the above-named persons are personally known to me.

*Julie A. Rockwell* 9/16/09

Notary Public  
State of Florida at Large

My Commission Expires:

1/21/2013



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AMENDED AND RESTATED BYLAWS  
OF  
ABERDEEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is ABERDEEN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at such place as is designated by the Board from time to time, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Aberdeen Homeowners Association, Inc., its successors and assigns.

Section 2. "Common Area or Areas" shall mean and refer to all real property (including the improvements thereon) now or hereafter owned by the Association, or as to which it has been granted easement rights, for the common use and enjoyment of the Members of the Association.

Section 3. "Community" shall mean and refer to that certain residential development known as Aberdeen at East Lake Woodlands, as described in the Declaration of Covenants, Conditions and Restrictions for Aberdeen and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Aberdeen applicable to the Community recorded at Official Records Book 6933, Page 2045, Pinellas County, Florida, and as subsequently amended.

Section 5. "Developer" shall mean and refer to Aberdeen Village, Ltd., a Florida limited partnership, qualified to do business in Florida, its successors and assigns, as provided in the Declaration.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat within the Community. For the purpose of determining membership and voting rights, the term "Lot" may also refer to proposed Lots in undeveloped phases of the Community.

Section 7. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 8. "Owner" or "Lot Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot within the Community, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. All other terms defined in the Declaration shall have the same meaning when used herein.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held during the month of April of each year on the date and at such time and place as the Board of Directors shall designate.

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

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meetings.

(a) Notice of all meetings shall be given at least fourteen (14) days in advance to each Member entitled to vote, either by mailing or hand delivering a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association. Notice may also be provided electronically, in accordance with the Florida Statutes, to those owners who agree in writing to receive notice in this form.

(b) Delivery of notice pursuant to subsection (a) to any co-owner of a Lot shall be effective upon all such co-owners of such Lot, unless a co-owner has requested the Secretary in writing that notice is given such co-owner and furnished the Secretary with the address to which such notice may be sent or delivered.

Section 4. Quorum. The presence at a meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as



aforesaid shall be present or are represented. Action undertaken at a meeting at which quorum was established shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been present.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary or the other person designated on the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance or other transfer of title by the Member of his Lot.

Section 6. Majority Vote. The acts approved by a majority of the votes cast, either in person or by proxy, at a meeting at which quorum is established shall constitute the acts of the Members, except when approval by a greater or different voting majority is required by the Declaration, the Articles of Incorporation or these Bylaws.

Section 7. Voting Members. If a Lot is owned by one person, his right to vote shall be established by the record title to the Lot. If a Lot is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote of the corporation therefore shall be designated in a certificate for this purpose signed by the President or a Vice President, and filed with the Secretary of the Association. With regard to a Lot owned by more than one (1) person, any of the joint owners may vote on behalf of such Lot.

Section 8. Waiver of Notice. Any owner may waive notice of any annual or special meeting of Members by a writing signed either before, at or after such meeting. Attendance by an Owner, or his designated Voting Member, at a meeting shall also constitute a waiver of notice of the time, place and purpose of the meeting.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The number of Board Members for this Association will be either five or seven, as determined by the Board of Directors after such time as nominations have been made; or alternatively as determined by the Members at the annual meeting where the election is to be held. Directors must be a Member of the Association or a spouse of a Member.

Section 2. Term of Office. Beginning with the election at the annual meeting in 2010, the terms of office for the directors will be staggered so that approximately one-half of the Board Members are elected each year. If a seven-person Board is elected, the persons receiving the four highest number of votes will serve terms of two years each initially, and the other three Members shall serve terms of one year each. If a five-person Board is elected, then three people will serve two-year terms and the other two will serve a one-year term. In the event that an election is not held, the persons who are selected for the Board shall either agree among themselves as to the terms of office, or they shall draw lots in order to determine who shall serve a one-year term and who shall serve a two-year term. This same procedure shall apply to any later action which is needed to continue the staggering of terms of office. Each year thereafter, when the terms of directors expire, their successors will be elected for terms of two years each,



or other steps will be taken to insure that staggering of terms of office continues as closely as possible to this model. A director shall continue in office until his successor shall be elected and qualifies, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors, even though less than a quorum, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

#### Section 1. Nomination and Election.

(a) Nominations for election to the Board of Directors shall be made by a Notice of Intent to run for the Board which is to be submitted by any interested candidates, or by nomination from the floor at the annual meeting. A letter will be sent to all Members at least 45 days prior to the election, with a Notice of Intent form, giving them 15 days within which to nominate themselves or another eligible person (subject to acceptance of such nomination).

(b) Upon request of a candidate who is nominated, the Association shall also include in the mailing to the owners an information sheet, no larger than 8-1/2" x 11", with wording on only one side of the page, setting forth any information that the candidate wishes for the membership to be aware of. This information sheet must be furnished to the Association prior to the time that the Association sends out the written ballots to the membership. The Association will have no liability or responsibility with regard to the contents of any information sheets prepared by the candidates.

(c) All elections to the Board of Directors shall be made on a ballot, which is to be completed by the eligible voter, or alternatively the eligible voter may provide a proxy to another member for purposes of voting at the election meeting. In order to be valid, the ballot must be completed by an authorized voting member or their proxy holder and placed in an inner ballot envelope, and then the inner envelope is to be placed in an outer envelope which must have the address and signature of the authorized voter on the exterior of the envelope, in order to preserve the secrecy of the ballot. The outer envelopes will be verified and opened at the annual



meeting and the ballots contained in the inner envelope will then be handled so as to preserve the secrecy of the election process. The ballot shall (a) describe the vacancies to be filled; (b) set forth the names of those persons who have submitted a Notice of Intent for such vacancies; and (c) contain space for write-in candidates (subject to these persons being nominated from the floor at the annual meeting); and shall be mailed to the Members at least fifteen (15) days in advance of the date of the annual meeting or election.

(d) As required by Section 720.303 of the Florida Statutes, nominations will also be taken from the floor at the annual meeting. Following the closing of any nominations from the floor, Members will have the opportunity to take back a previously submitted outer envelope containing a ballot, and change their vote, until such time as a motion to close the balloting is adopted by the Members represented at the meeting. At the election of Directors by Members, the Members or their proxies may cast as many votes as they are entitled under the Declaration with respect to each vacancy. All votes will be cast by secret ballot, unless the person(s) casting the vote waive the right to a secret ballot. The candidates receiving the largest number of votes shall be elected.

(e) If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the Board, including the new board members who have automatically assumed a position on the Board.

(f) In the event of a tie vote, a runoff election shall be held with fourteen (14) days notice to the Members, pursuant to a written ballot which is to be submitted at or prior to the special membership meeting to be held for this purpose.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should such meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of the Board, after not less than forty-eight (48) hours notice to each director, by telephone, electronic mail, facsimile or hand delivery.

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



Section 4. Waiver of Notice. Notwithstanding any provision of these Bylaws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Lots and the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) employ a manager, an independent contractor, or such employees as they may deem necessary and to prescribe their duties;

(e) authorize the execution of any easement as provided in the Articles of Incorporation or Declaration, or other assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where Member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation or these Bylaws;

(f) exercise such other powers as homeowners' associations and not-for-profit corporations are given under the Florida Statutes; and

(g) levy reasonable fines against a Lot Owner and /or tenant, in addition to the other remedies provided for in the Declaration, Bylaws and applicable statutes. A fine may be proposed by the Board for failure to comply with any provision of the Declaration, Bylaws or reasonable rules and regulations adopted by the Association. Unless specifically authorized by future amendments to the Florida Statutes, no fine may exceed \$100.00 per violation; however, a fine may be levied on the basis of each day of a continuing violation, of up to \$100.00 per day and a maximum of \$1000.00 for any single, continuing violation. No fine may become final until at least fourteen (14) days notice of the proposed fine is provided to the person(s) sought to



be fined, and an opportunity for a hearing before a committee of at least three (3) members appointed by the Board of Directors of the Association. Such committee members shall not be officers, directors, or employees of the Association, or the spouse, parent, child, brother or sister of an officer, director or employee of the Association, except as otherwise permitted by law. If the committee, by majority vote, agrees to overrule the Board and to eliminate or reduce a proposed fine, the fine will be imposed in accordance with the decision of the committee. Otherwise, the fine will stand as proposed by the Board. The Board of Directors and the committee may adopt additional rules and procedures in connection with the adoption of fines, and the hearing and other procedures to be followed. If the fine becomes final and is not paid within such reasonable time period as may be established by the Board, the Association will be entitled to recover all costs and attorneys' fees in connection with the adoption and collection of the fine, and the fine may become a lien against the property of the owner only to the extent allowed by the Florida Statutes.

Section 2.     Duties. It shall be the duty of the Board of Directors to:

(a)     cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) 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 provided in the Declaration, to:

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

(2)     send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and

(3)     consider whether to foreclose the lien against any Lot for which assessments are not paid upon the date due (subject to any grace period established by the Declaration or by the Board of Directors) or 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 Owner, a certificate setting forth whether or not any assessment levied against such Owner's Lot 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 having fiscal responsibilities to be bonded, if it deems it appropriate;

(g) cause the Common Areas and other land for which the Association is obligated for maintenance by the Declaration to be maintained;

(h) appoint and organize an Architectural Control Committee to fulfill the responsibilities and duties assigned thereto under the Declaration; and

(i) perform such other functions and duties as may be provided by the Declaration or the Articles of Incorporation and not expressly reserved to the Members.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as time Board of Directors may from time to time by resolution create. Officers need not be Members of the Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor is duly elected and qualified, unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for time remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold the offices of President and Secretary; however, a person may otherwise hold more than one office.



Section 8.     Duties. The duties of the officers are as follows:

President

(a) The President shall be the chief executive officer of the Association, and shall have all of the powers and duties that are usually vested in the office of a president of a corporation. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring such seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the Members of the Association together with their addresses, perform all other duties incident to the office of a secretary of a corporation, and exercise such powers and discharge such other duties as required by the Board of Directors.

Treasurer

(d) The Treasurer shall receive and cause to be deposited in appropriate bank accounts all monies of the Association as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members, perform all other duties incident to the office of a treasurer of a corporation, and shall exercise such powers and perform such other duties as required by the Board of Directors.

Section 9.     Duties Fulfilled by Manager. The Secretary and Treasurer may either or both be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manger is employed, the manager shall have custody of such books of the Association as the Association determines necessary or appropriate.

## ARTICLE IX

### COMMITTEES

The Board of Directors may appoint a Nominating Committee and an Architectural Control Committee. In addition, the Board of Directors shall appoint other committees as it deems appropriate in carrying out the purposes of the Association.

## ARTICLE X

### BOOKS AND RECORDS

The books and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the management office of the Association, or such other location established by the Board, where copies may be purchased at reasonable cost.

## ARTICLE XI

### 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 lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within ten (10) days from the due date, a late fee may be imposed by the Board, and if not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of any Common Area or abandonment of his Lot.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Aberdeen Homeowners Association, Inc.", "Florida", "not for profit" amid "1989". An impression of the corporate seal appears in the margin below. The Association may use such seal, a common seal, or any facsimile thereof.

(SEAL)



ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be altered, amended or rescinded at a regular or special meeting of the Members by a majority vote.

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

ARTICLE XIV

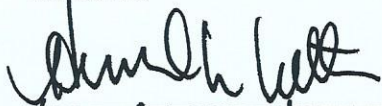
MISCELLANEOUS

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

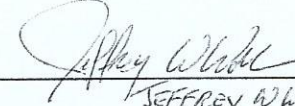
The foregoing was adopted as the Amended and Restated Bylaws of the Association at the meeting of the Board on the 12<sup>th</sup> day of August, 2009.

ABERDEEN HOMEOWNERS  
ASSOCIATION, INC.

ATTEST:

  
Howard W. Watts, Secretary  
Print Name

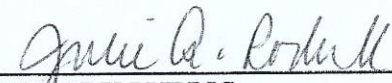
By:

  
JEFFREY W. WATTS, President  
Print Name

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11 day of Sept, 2009, by Jeffrey W. Watts, President, and Howard W. Watts, Secretary of Aberdeen Homeowners Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation. They are personally known to me or have produced FLDL as identification.



  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires: 1/21/2009