

REC'D 11/04

12/85

W/ Nov 86 Revisions

W/ Nov. 92 Revisions

BY-LAWS

OF

BRANDYWINE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.

Section 1. The principal place of business of the Corporation shall be the residence of the Secretary, who is also the registered agent. The Board of Directors may change the address of the principal place of business and of the registered agent from time to time.

Section 2. This corporation is a non-profit organization.

Section 3. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and words, "corporate seal".

Section 4. The fiscal year of the corporation shall be from October 1 to September 30.

ARTICLE II. ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1. Annual Meeting - The Annual Meeting of the members of the Corporation shall be held early in November of each year at a suitable place to be determined by the Board of Directors, the exact date and time to be set by the Board of Directors. At least fifteen (15) days but not more than thirty (30) days before the date of such Annual Meeting, the Secretary shall advise each member in writing of the date, hour and place of the Annual Meeting and furnish to each member a list of nominees for the Board of Directors and a roster upon which shall be listed the names of all members in good standing as defined in Article II, Section 5 herein. If the day fixed for such meeting shall be a legal holiday in the State of Florida, the Annual meeting shall be held on the next succeeding business day. Notice of such meeting may be made personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid.

Section 2. Order of Business - The following shall be the order of business for conducting all Annual Meetings of this corporation:

Call to Order
Reading of Minutes of Last Meeting
Report of Membership Committee
Report of Principal Officers
Report of Permanent Committees
Old Business
New Business
Report of Nominating Committee
Election of Directors
Adjournment

Section 3. Special Meetings - Special Meetings of the members may be called at anytime by the President or by a majority of the Board of Directors or upon written request by a majority of members. Once a Special Meeting is called, the Secretary shall give notice to the members stating the time, place and purpose or purposes of the Special Meeting. Notice of such meeting may be made personally or by mail. If mailed, notice shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid. No business shall be transacted at such meeting except as stated in the notice. Notice of Special Meeting shall be provided at least five (5) days in advance of the meeting.

Section 4. Voting - Each member, including Brandywine Enterprises, Inc., shall be entitled to one vote per lot or dwelling unit or proposed lot or proposed dwelling unit within Brandywine Subdivision if said member is in good standing with the Corporation. If title to a lot, dwelling unit, proposed lot or proposed dwelling unit is held in any form of joint ownership, only one owner per lot or dwelling unit shall be entitled to vote. In any vote of the members, fifty-one percent (51%) of the members present in person or represented by proxy shall constitute a majority for such votes unless specifically stated otherwise in the By-Laws.

Section 5. Member in Good Standing - Member in good standing as used in these By-Laws shall mean that the member, as defined in the Articles of Incorporation, has paid all assessments to the corporation that are due and owing as of the time of the determination of his status and is in substantial compliance with the Declaration of Covenants and Restrictions pertaining to Brandywine Subdivision. The membership committee shall determine whether a member is in good standing provided however that the Board of Directors may review any decision of the committee regarding whether a member is in good standing.

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Section 6. Quorum - Except as provided otherwise in these By-Laws, the presence of ~~one hundred (100) members at a meeting~~ ~~a majority of members at a meeting of members~~ ~~fifty (50) members at a meeting~~ shall constitute a quorum whether such member is present in person or by proxy.

Section 7. Proxy - Votes may be cast in person or by proxy. A Proxy Committee may be appointed as provided in these By-Laws. The Proxy Committee shall be entitled to cast the vote of the member signing the proxy unless the member designates otherwise. The proxies shall be mailed to all persons entitled to vote at least fifteen (15) but not more than thirty (30) days prior to a meeting. Any member wishing to vote by proxy shall properly execute the proxy and deliver the proxy to the Secretary ^{any time prior to call of} ~~at least five (5) days prior~~ ~~order of any scheduled general or special meeting.~~ ~~to the date of the meeting.~~ Nothing contained herein shall prohibit a member who rents or leases his property from delivering to his tenant his proxy permitting the tenant vote on behalf of the member. A copy of such proxy shall be delivered to the Secretary. A proxy given to a tenant or lessee shall be effective indefinitely until revoked by the member and until notice of the revocation has been delivered to the Secretary. A proxy to a tenant or lessee terminates automatically if the lessee is no longer in legal possession of the property.

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Section 8. Adjourned Meetings - If any meeting of members fails to have a quorum present the members who are present in person or by proxy may adjourn the meeting to a time and place certain.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Qualifications - The business of this corporation shall be managed by the Board of Directors. The Board of Directors shall consist of at least five (5), but no more than seven (7) members. All members of the Board of Directors shall be members of the Corporation and shall be at least twenty-one (21) years of age.

Section 2. Powers and Duties - The Board shall be vested with all the powers and duties necessary for administration of the corporation and may do all such acts as are not by law or by these By-Laws directed to be done by the members. The Board of Directors shall fulfill and perform any function designated for the Board in the Declaration of Covenants and Restrictions.

Section 3. Other Duties - In addition to other duties imposed by these By-Laws, the Board of Directors shall be responsible for: care, upkeep and surveillance of the common areas, all landscaped areas lying within the road right-of-ways and pedestrian/bicycle easements; collection of all assessments from the members and setting the monthly assessment; adopting rules and regulations as may be necessary regarding the use of the common areas and pedestrian/bicycle easements which are subject to the use of all members.

Section 4. Election of Directors - Directors shall be elected by the vote of a Majority of Members as defined in these By-Laws cast at the Annual Meeting of the members and shall hold office until their term shall expired (unless removed as provided herein) and the election and qualification of their successors. At the Annual Meeting of 1980 four (4) members shall be elected for one (1) year and three (3) members shall be elected for two (2) years and thereafter each director shall be elected for a term of two (2) years. The Nominating Committee shall report its nominees to the members for action if this committee has nominees to submit and further names may be placed in nomination by any member during this meeting.

Section 5. Vacancies - Vacancies in the Board of Directors caused by any reason other than removal of a director in accordance with these By-Laws shall be filled by the majority vote of the remaining directors even though they may constitute less than a quorum. Any person so elected shall serve as a Director until a successor is elected at the next Annual Meeting of the corporation.

Section 6. Removal of Directors - At any duly called meeting, any one or more Directors may be removed with or without cause by a vote of the majority of members as defined herein, said members voting either in person or by proxy and a successor to each removed Director may then and there be elected to fill any vacancy thus created. Any Director whose removal has been proposed shall be given a reasonable opportunity to be heard at the meeting.

Section 7. Quorum of Directors - A majority of the members of the Board of Directors present at a meeting of the Board shall

constitute a quorum for conducting the affairs and business of the corporation. The acts of a majority of Directors present at a meeting shall bind all Directors. A quorum of the Board of Directors may adjourn a meeting and conduct any business at a subsequent continuation of the adjourned meeting which might have been transacted at the meeting as originally called without further notice.

Section 8. Organizational Meeting - The Organizational Meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such time and place as shall be fixed by the Directors at the Annual Meeting of members. No notice shall be necessary to the newly elected Directors in order to constitute the Organizational Meeting provided a quorum is present.

Section 9. Regular Meetings - Regular Meetings of the Board may be held at such time and place as shall from time to time be determined by a majority of the Directors but at least three (3) such meetings shall be held each fiscal year. Notice shall state the day, hour and place of meeting. Notice of Regular Meeting shall be given by the Secretary to each Director in person, by telephone, by telegraph or U.S. mail, postage prepaid, at least seven (7) days prior to the day named for the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail.

Section 10. Special Meetings - Special Meetings of the Board of Directors may be called by the President or on the written request of at least two (2) Directors. Notice of a Special Meeting shall be given by the Secretary to each Director in person, by telephone, by telegraph or U.S. mail, postage prepaid, at least three (3) days prior to the day named for the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail. Notice shall state the day, hour, place and purpose or purposes of the Special Meeting.

Section 11. Waiver of Notice - Before, during or after any meeting of the Board of Directors, any Director may in writing waive notice of such meeting and such waiver shall be equivalent to the

giving of required notice. Attendance by a Director at any meeting of the Board shall be a waiver of any notice requirement by him of that meeting or any continuation thereof. If all Directors are present at any meeting of the Board, all notice requirements are waived to that meeting and any continuation thereof and any business may be transacted at such meeting.

ARTICLE V. OFFICERS

Section 1. Designation - The Principal officers of the Corporation shall be the President, Vice President, Secretary and Treasurer who shall be elected by the Board of Directors. The President and the Vice President shall be elected from the Board of Directors. The Board may appoint any other officers or assistant officers as in their judgment may be necessary. Similarly additional duties may be assigned to any officer not inconsistent with there By-Laws. Any two or more offices may be held by the same person.

Section 2. Election of Officers - The principal officers of the corporation shall be elected annually by the Board of Directors at the Organizational Meeting of the Board by a majority vote of the Directors. Any officer holds office at the pleasure of the Board of Directors and may be removed at anytime, with or without cause by the affirmative vote of a majority of the Board of Directors present at any meeting. At such meeting the Board may elect or appoint as appropriate a successor for the removed officer.

Section 3. Duties of Officers - The duties of the respective principal officers shall be as follows:

(a) President - The President shall preside at all meetings of members and the Board of Directors. The President shall appoint all committees and shall be an ex officio member of all committees except the Nominating Committee. The President shall be the Chief Executive Officer of the Corporation.

(b) Vice President - The Vice President shall perform such duties as the President shall designate. In the absence of the President, the Vice President shall assume the duties of the President and have all the powers of that office.

(c) Secretary - The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors. He shall have charge of the minutes and of other books and papers as directed by the Board or the President of the corporation. The Secretary shall notify Directors and members of meetings as provided in the By-Laws and shall perform all other duties incident to the office of Secretary.

(d) Treasurer - The Treasurer shall have responsibility for all corporation funds and shall be responsible for keeping full and accurate records of all receipts and disbursements in books belonging to the corporation. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as from time to time be designated by the Board of Directors. All checks and withdrawals shall be executed in such manner as directed by the Board of Directors. The Treasurer shall furnish bond in the amount, determined by the Board of Directors, the cost of which shall be paid by the corporation. The Treasurer, upon written request of a member, shall furnish to a prospective purchaser, prospective mortgagee or other authorized person a statement of the current status of assessments on such member's lot or dwelling unit. The Treasurer shall perform all other duties incident to the office of Treasurer.

ARTICLE VI. RESPONSIBILITIES OF OFFICERS AND DIRECTORS

Section 1. It shall be the responsibility of all Officers and Directors of the Corporation to exercise all of the powers and privileges and to perform all of the duties, purposes and obligations of the Brandywine Homeowners Association, Inc. as established in the Declaration of Covenants and Restrictions appertaining to Brandywine Subdivision.

Section 2. The President and Vice President of the Corporation shall have the authority and full power to sign, execute and deliver in the name of the corporation all instruments, contracts or other documents necessary and proper to bind the corporation. The Secretary shall attest all contracts and any such instruments or documents.

The Board of Directors may designate other officers to have the powers contained in this section of the By-Laws. No instrument, contract, note obligation, bill of sale or instrument of conveyance shall be executed by said officer for and on behalf of the Corporation until the same be approved and authorized by the Board of Directors. No such approval shall be required for the execution of liens or releases thereof related to Homeowners' dues.

ARTICLE VII. COMPENSATION

Section 1. All officers and Directors shall serve without compensation. No dividend shall be paid and no part of the income should be distributed to its members, officers or directors. The corporation may, however, pay a reasonable amount to its members, officers and directors for services rendered or direct expenses incurred and may confer benefits upon its members in conformity with its purposes and upon dissolution or final liquidation may make distribution to members as permitted by any court having jurisdiction thereof and no such payment, benefit or distribution shall be determined to be a dividend or a disbursement of income.

ARTICLE VIII. RULES OF ORDER

Section 1. The rules of parliamentary procedure as set out in Robert's Rules of Order shall govern all meetings of the members, of the Board of Directors and of committees, when not in conflict with the Articles of Incorporation or these By-Laws.

ARTICLE IX. COMMITTEES

Section 1. Permanent Committees - The President as soon after election as convenient may appoint the Committee Chairmen and Committee members of the following permanent committees:

- Membership
- Proxy
- Common Areas
- Insurance and Maintenance
- Social
- Assessments
- Rules

Section 2. Special Committees - In addition to the permanent committees, there shall be appointed by the President such Special Committees as may be deemed necessary from time to time.

Section 3. Nominating Committee. A Nominating Committee shall be appointed by the President at least sixty (60) days but not more than ninety (90) days prior to the annual members' meeting. This committee will nominate individuals to fill the positions of Directors that are due for election at the next annual members meeting. The Nominating Committee shall consist of five (5) members of which not less than three (3) shall be members of the Board of Directors. The remaining committee members, if any, shall be members of the corporation in good standing as defined herein selected by the President.

ARTICLE X. AMENDMENTS OF BY-LAWS AND ARTICLES OF INCORPORATION

Section 1. Articles of Incorporation - The Articles of Incorporation shall be amended in accordance with Article X of the Articles of Incorporation.

Section 2. By-Laws - The by-laws may be amended, altered or rescinded by seventy-five per cent (75%) vote of members in good standing, present or represented by proxy at the Annual Meeting or a special meeting of members called in accordance with these by-laws.

Section 3. Scope of Amendment - Any amendment or like change to these by-laws or the Articles of Incorporation shall be consistent and harmonious with the Declaration of Covenants and Restrictions appertaining to Brandywine Subdivision as said Declaration now exists or hereafter may be amended.

ARTICLE XI. OBLIGATIONS OF MEMBERS

Section 1. Assessments - All of the members, excluding First of DeLand Corporation, Inc., are obligated to pay the annual or monthly assessments and any Special assessments imposed by the Board of Directors. Any assessment imposed shall be for the purposes set out in Section 4.2 of the Declaration of Covenants and Restrictions. Nothing contained herein shall be construed to abrogate the maximum

assessments established in Section 4.3 of the Declaration of Covenants and Restrictions. The Board of Directors are bound by those provisions and shall not set any assessment which in any way violates those provisions. First of DeLand Corporation, Inc. as developer maintains its rights as set in that Section and the exercise of its rights are within the exclusive province of it. No assessment may be changed, created or imposed on the members prior to at least ten (10) days written notice being given to each member by the Secretary of such proposed change, creation or imposition of an assessment. Said notice shall represent fairly the details of the assessment action being considered by the Board of Directors. Emergency assessments may be made in accordance with the provisions of Section 4.3 referred to above. After an assessment is created or changed, the Treasurer shall notify each member of any change in an assessment or the creation or imposition of a special assessment. Monthly assessments shall be due as of the first of each month and shall be paid without notice from the corporation. Special assessments shall be due as of the date specified in the notice sent by the Treasurer. Any assessment not paid within ten (10) days of its due date shall be considered delinquent.

Section 2. Maintenance and Repairs - It is the responsibility of every member to perform all maintenance, upkeep and repairs within his own lot or dwelling unit so as to comply with the Declaration of Covenants and Restrictions. A member shall reimburse the corporation for any expense incurred as a result of the member's failure to comply with the Declaration of Covenants and Restrictions and as the result of damage to common areas, pedestrian/bicycle easements and any corporate property by a member, any member of his household, any agent, guest or lessee of such member.

Section 3. Use of Property - Use of all property within Brandywine Subdivision shall be limited to usages authorized by ordinances or laws imposed by any governmental authority and further limited by the Declaration of Covenants and Restrictions pertaining to Brandywine Subdivision. The Common areas and pedestrian/bicycle easements shall be for the use and benefit of all members of the corporation,

members of their immediate families, guests, lessees, invitees and others similarly situated.

Section 4. Rules and Conduct - Conduct of members, members of his household, any agents, guests, lessees, invitees of such members shall be governed by rules and regulations which from time to time may be approved by the Board of Directors. Nothing contained herein shall abrogate any right or obligation of a member set out in the Declaration of Covenants and Restrictions.

ARTICLE XII. RIGHT TO FORECLOSE LIEN

Section 1. The corporation shall have the right to impose a lien on property and enforce said liens as set forth in the Articles of Incorporation and the Declaration of Covenants and Restrictions.

ARTICLE XIII. SALE OR LEASE OF PROPERTY

Section 1. The corporation shall in no way restrict the sale or lease of property in the Subdivision. Nothing contained herein shall be construed as a restraint on the free alienation of the member's property, except insofar as the Declaration of Covenants and Restrictions do run with the land. All present and future owners, tenants and future tenants of Brandywine Subdivision are subject to the residential property covenants applicable to the Subdivision.