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 2004 AMENDED AND RESTATED BYLAWS OF
 RIVER OAKS COMMUNITY ASSOCIATION, INC.
 MARTHA O. HAYNIE, COMPTROLLER
 ORANGE COUNTY, FL
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ARTICLE I
 NAME AND PLACE OF BUSINESS

Section 1. The name of this corporation shall be RIVER OAKS COMMUNITY ASSOCIATION, INC.

Section 2. The principal office of the corporation shall be located in the city of Edgewood, Florida.

ARTICLE II
 OBJECTIVES AND PURPOSES

Section 1. The objectives and purposes for which the corporation is formed are:
 a) The promotion of the health, safety, and welfare of the property owners of the River Oaks subdivision.
 b) The protection and enhancement of the property values in the River Oaks subdivision.
 c) The unification of the energy and efforts of the members of the corporation toward promotion and accomplishment of harmony and cooperation among such members.
 d) The creation and maintenance of a safe, attractive, and comfortable community in which to live.
 e) The assumption of financial responsibility for mutually incurred or common expenses which are for the betterment of the community and which include but are not limited to the costs of utilities, landscaping, equipment, supplies and such other costs that at the discretion of the Board of Directors are desirable for the community as a whole.

ARTICLE III
 MEMBERSHIP

Section 1. Membership in this corporation shall be composed of every person who is the owner of the fee title to or an undivided interest in the fee title to any residential lot within the River Oaks subdivision.

Section 2. The rights of membership are subject to the timely payment of annual and special dues, charges and assessments levied by the corporation, the obligation of which assessments are imposed against each owner of and becomes a lien on the property against which such assessments are made as provided by the Notice of Restrictions applicable to the property within the jurisdiction of the corporation.

Section 3. The membership rights of any persons whose interest in property over which the corporation may, from time to time, have jurisdiction, is subject to assessment. Such a person may be suspended by the Board of Directors during the period when the assessments remain unpaid. But upon payment of such assessments, the person's rights are automatically restored. If the Directors have adopted and published rules governing the use of property or facilities owned by the corporation and the personal conduct of any person located thereon as provided in Section 5g of Article VI hereof, the Directors may, in their sole discretion, suspend the rights of any such person for the violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV
VOTING RIGHTS

Section 1. Each member of the corporation shall be entitled to one vote for each residential lot the member owns within the River Oaks subdivision provided, however, that when more than one person owns an interest in such a residential lot, all such persons together shall be entitled to no more than one vote for each lot and such vote shall be exercised as they among themselves determine. Such persons shall designate in writing delivered to the Secretary of the Corporation the one person authorized to exercise the vote.

Section 2. Any member of the corporation may assign his proxy in writing to any other member of the corporation.

Section 3. No person delinquent in the payment of any assessments, dues, or charges is entitled to vote.

ARTICLE V
PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF PROPERTY OR FACILITIES OWNED
BY THE CORPORATION

Section 1. Each member shall be entitled to the use and enjoyment of property or facilities owned by the corporation, if any, on an equal basis.

Section 2. Any member may delegate his rights to the use and enjoyment of property or facilities owned by the corporation, if any, to members of his/her family who reside on the residential lot in River Oaks owned by the member, or to any tenant who resides thereon under a leasehold interest for a term of one year or more. On request of the Secretary of the Corporation the member shall identify such family or tenant individuals in writing. The rights and privileges of such persons are subject to the same terms and conditions as applicable to the sponsoring member.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation and three other members of the corporation to be called Directors-at-large.

Section 2. The four corporation officers serving as Directors shall be elected as described in Article VIII. The three Directors-at-large will serve for a term of three years and have staggered terms wherein one is elected every year at the annual meeting unless the position can not be filled, in which case, the Directors will retain their current positions until the next annual meeting.

Section 3. Interim vacancies on the Board of Directors, including that of a corporation officer, shall be filled by the remaining Directors with any such appointed Director to hold office until such time as a successor is elected by the members at the next annual meeting or any special meeting duly called for that purpose. Any appointed Director or Director elected to an unfinished term shall serve only the remainder of the unfinished term.

Section 4. The election of Directors-at-large shall be by written ballot and the person receiving the largest number of votes cast by members present, or by proxy, shall be elected to the Board.

Section 5. The Board of Directors shall have general charge of and manage the affairs, property and assets of the corporation, and it shall be the duty of the Board to carry out the objectives and purposes of the corporation as set forth herein and in the Articles of Incorporation

in a manner not for profit. Extraordinary expenditures of the corporation or those in excess of \$500 shall be made only with the approval of the Board of Directors. Acting for the corporation, in furtherance of the objectives and purposes of the corporation, as aforesaid, the Board of Directors shall have the power to:

- a) Direct that the corporation enter into any contract with any person, corporation, county, state or government.
- b) Borrow or raise money, within the limits set forth in the Articles of Incorporation, by notes or otherwise and secure such indebtedness by mortgage or pledge.
- c) Receive and disburse funds, and purchase, rent, hold, improve, dispose of, transfer or in any way deal with any real or personal property.
- d) Accept gifts, bequests, and contributions of money or money's worth to the corporation.
- e) Call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon the written request of 25% of the membership.
- f) Appoint and remove, at pleasure, all employees of the corporation, prescribe their duties, fix their compensation, if any, and deal with them generally for and on behalf of the corporation.
- g) Adopt and publish to all members rules and regulations pertaining to the use and enjoyment of the property and facilities of the corporation, if any, and the conduct of members in connection therewith.
- h) Establish, levy, assess and collect the assessments and charges referred to in Article X hereof.
- i) Exercise for the corporation all powers, duties, and authority vested in or delegated to the corporation except those reserved to the individual members and not specifically limited by these By-laws, the Articles of Incorporation, or the Notice of Deed Restrictions applicable to any property within the jurisdiction of the corporation.

Section 6. It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested by 25% of the membership.
- b) To supervise all officers, bequests, or employees of the corporation and to see that their duties are properly performed.
- c) Fix the amount of assessments against each lot for each assessment period, in accordance with Article X hereof, at least 30 days in advance of such date or period and to prepare a roster of the property assessed and the assessments applicable thereto which shall be kept at the office of the corporation and shall be open to inspection by any member at any reasonable time.
- d) Send, or cause to be sent, written notice of each assessment to the owner of every property subject thereto.
- e) Issue, or cause to be issued, upon demand by any member, a certificate setting forth whether any assessment has or has not been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE VII DIRECTORS MEETINGS

Section 1. A regular annual meeting of the Board of Directors shall be held within one month after the annual meeting described in section 1 of Article IX. The newly elected president of the corporation shall also serve as Chairman of the Board of Directors and shall notify all Directors of the date, time, and place of the meeting. The Board of Directors shall meet at such additional times as the Chairman of the Board deems necessary.

ARTICLE VIII
OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer who shall be members of the corporation.

Section 2. The officers shall be elected by the members of the corporation each year at the annual meeting of members.

Section 3. The candidate for each office receiving the highest number of votes at the annual meeting shall be elected to the office for which he/her was nominated.

Section 4. The President shall preside at all meetings of the members, shall see that orders and resolutions of the Board of Directors are carried out, tend to all regular administrative duties and sign all notes, leases, mortgages, deeds and all other written instruments. The President shall also serve as Chairman of the Board of Directors.

Section 5. The Vice President shall perform all the duties of the President in his/her absence.

Section 6. The Secretary of the Corporation shall be the ex officio secretary of the Board of Directors. He/she shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He/she shall keep the records of the corporation. He/she shall record for that purpose the names of all members of the corporation together with their addresses as registered by the members.

Section 7. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation. He/she shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business and made within limits adopted by the Board. All checks shall be signed by the Treasurer and one other elected officer. In the absence of the Treasurer, one of the other three elected officers shall be designated as Acting Treasurer by the President.

Section 8. The Treasurer shall keep proper books of account and upon the request of twenty-five percent (25%) of the members of the corporation shall cause an annual audit of the corporation books to be made by a certified public accountant. A balance sheet statement shall be presented to the membership at its annual regular meeting.

ARTICLE IX
MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the members shall be held in the second quarter each year.

Section 2. Special meetings of the members for any purpose may be called at any time by a member of the Board of Directors, or upon written request of twenty-five percent of the entire membership.

Section 3. Notice of all meetings shall be given to the members by the secretary. Notice must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. If the notice is not posted in a conspicuous place in the community, notice must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency. The notice shall set forth in general the nature of the business to be transacted. However, if any such business involves action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. Twenty percent (20%) of the entire membership shall constitute a quorum for any action governed by these By-laws. The quorum may include both members present and entitled to vote and proxies held by any person. Any action governed by the Articles of Incorporation shall require a quorum as therein provided. All meetings shall be conducted in accordance with conventional parliamentary procedure as described in "Robert's Rules of Order".

ARTICLE X DUES, ASSESSMENTS, AND CHARGES

Section 1. The Board of Directors of the Corporation shall have the power and authority to levy and collect such regular assessments, charges, and dues as are necessary to provide sufficient funds to carry out the objectives and purposes of the corporation and to charge each individual lot owner within the jurisdiction of the corporation for his/her proportionate share of the services performed by the corporation for the benefit of the property within the jurisdiction of the corporation. Such dues, charges, and assessments shall be a lien upon each individual lot within the jurisdiction of the corporation and shall be the personal obligation of the person who is owner of such lot at the time the respective dues, charges, and assessments fall due. However, any such lien so incurred shall be subordinate and inferior to any bona fide mortgage on any lot within the jurisdiction of the corporation. The owner of the lot against which a lien is filed shall be charged for, and will pay, the legal and administrative costs of the lien that are incurred by the corporation.

Section 2. The power and authority of the Board of Directors to levy and collect regular assessments, dues, and charges or set the amount thereof shall at all times be subject to the Notice of Restrictions applicable to the particular parcel of real property within the jurisdiction of the corporation, provided that unless otherwise stated in such Notice of Restrictions the Board of Directors shall have the power and authority to increase the amount of such regular dues, charges, and assessments each three (3) years after the initial levy thereof, such increase to continue until acted upon by the Board. The Board of Directors may at any time reduce the dues, charges, and assessments.

Section 3. Special assessments may be levied upon the vote of two-thirds (2/3) of the members present or by proxy, at any meeting of the members specifically called for the purpose of levying such a special assessment.

Section 4. Any funds received by the corporation from the levy and collection of dues, charges, or assessments shall be used in furtherance of the objectives and purposes of the corporation. The corporation shall at all times be obligated to perform services only to the extent that the dues, charges, and assessments levied in any particular year permit.

ARTICLE XI BOOKS AND PAPERS

Section 1. The books, records, and papers of the corporation shall at all times, during reasonable business hours, be subject to the inspection of any members.

ARTICLE XII AMENDMENTS

Section 1. These By-laws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present, in person or by proxy, provided that those provisions of these By-laws which are governed by the Articles of Incorporation of this corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further, that any matter stated herein to be or which is in fact governed by the Notice of Restrictions applicable to a parcel of real property within the

jurisdiction of the corporation may not be amended except as provided in such Notice of Restrictions

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles of Incorporation shall control. In case of any conflict between Notice of Restrictions applicable to a particular parcel of real property subject to the jurisdiction of the corporation and these By-laws, the Notice of Restrictions shall control.

ARTICLE XIII
PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of the residential lot owned by him/her within the jurisdiction of the corporation.

IN WITNESS WHEREOF, the undersigned, being the President of River Oaks Community Association, Inc., hereby certifies that the foregoing 2004 Amended and Restated Bylaws were approved by the members of the corporation with a vote sufficient to approve said amendment effective May 10, 2004.



L. Darlene Crisler
Commission # DD269215
Expires March 26, 2005
Bonded Troy Fair Insurance Inc 800-385-7019

ROA

Robin S. Hewlett, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 18th day of December, 2004, by ROBIN S. HEWLETT, as President of River Oaks Community Association, Inc.



L. Darlene Crisler
Commission # DD269215
Expires March 26, 2005
Bonded Troy Fair Insurance Inc 800-385-7019

Signature of Notary Public

Name of Notary Public

Personally Known OR Produced Identification
Type of Identification Produced: _____