

Extra Copy

AMENDED AND RESTATED BYLAWS
OF
HARBOR CREST 400 PROPERTY OWNERS, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is HARBOR CREST 400 PROPERTY OWNERS, 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 Harbor Crest 400 Property Owners, 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 Harbor Crest 400, as described in the Declaration of Covenants, Restrictions, Limitations, Conditions, Charges and Uses Covering Real Property as recorded in O.R. Book 3197, Page 69 et seq. of the Public Records of Pinellas County, Florida, 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, Restrictions, Limitations, Conditions, Charges and Uses Covering Real Property, applicable to the Community, recorded at O.R. Book 3197, Page 69 et seq., and as subsequently amended in O.R. Book 5468, Page 1511 et seq., all of the Public Records of Pinellas County, Florida.

Section 5. "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 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 7. "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 8. 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 January 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, twenty percent (20%) of the total 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 no less than three (3) and no more than nine (9), 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.

Section 2. Term of Office. Each director will be elected for terms of two years each. Steps may be taken as necessary 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). This shall not in any way limit or prohibit a Member from nominating himself from the floor.

(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 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

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(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,

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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 AND MONETARY OBLIGATIONS

Section 1. 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.

Section 2. Collection of Rental. If a Lot is occupied by a tenant and the Lot Owner is delinquent in paying any monetary obligation due to the Association, the association may demand that the tenant pay to the association the future monetary obligations related to the Lot, including but not limited to the rent, pursuant to the terms and conditions of Section 720.3085, Florida Statutes, as amended from time to time.

(a) The demand is continuing in nature, and upon demand, the tenant must continue to pay the monetary obligations until the association releases the tenant or the tenant discontinues tenancy in the Lot.

(b) The Association may sue for eviction as if the association were a landlord under Part II of Chapter 83, Florida Statutes if the tenant fails to pay a monetary obligation. However, the Association is not otherwise considered a landlord under Chapter 83.

(c) The tenant does not, by virtue of payment of monetary obligations, have any of the rights of a parcel owner to vote in any election or to examine the books and records of the association.

Section 3. Suspension of Use Rights. If a member is delinquent for more than ninety (90) days in paying a monetary obligation due the Association, an Association may suspend,

until such monetary obligation is paid, the rights of a member or a member's tenants, guests, or invitees, or both, to use common areas and facilities.

(a) A suspension may not be imposed without at least 14 days' notice to the person sought to be suspended and an opportunity for a hearing before a committee of at least three (3) members appointed by the Board who are not officers, directors, or employees of the association, or the spouse, parent, child, brother, or sister of an officer, director, or employee. If the committee, by majority vote, does not approve a proposed suspension, it may not be imposed. If the association imposes a suspension, the association must provide written notice of such fine or suspension by mail or hand delivery to the parcel owner and, if applicable, to any tenant, licensee, or invitee of the parcel owner, pursuant to the terms of Section 720.305, Florida Statutes, as amended from time to time.

(b) Suspension of common-area-use rights do not impair the right of an owner or tenant of a parcel to have vehicular and pedestrian ingress to and egress from the parcel, including, but not limited to, the right to park.

ARTICLE XII

CORPORATE SEAL

The Association may adopt, use, and alter a corporate seal in circular form having within its circumference the words: "Harbor Crest 400 Property Owners, Inc.", "a Florida not for profit corporation". The Association may use such seal, a common seal, or any facsimile thereof, but shall not be required to adopt or use such 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 9th day of January, 2012

HARBOR CREST 400 PROPERTY OWNERS, INC.

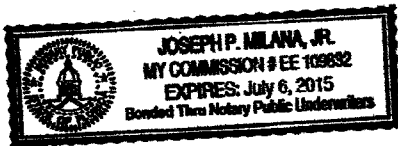
ATTEST:

Celia Leaird
Celia Leaird, Secretary
Print Name

By: Charlotte Stuller
Charlotte Stuller President
Print Name

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of January, 2012 by C. Stuller, President, and C. Leaird, Secretary of Harbor Crest 400 Property Owners, Inc., a Florida corporation not-for-profit, on behalf of the corporation. They are personally known to me or have produced FDL as identification.



[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: