

BY-LAWS  
OF  
THE VILLAS OF MEXICO BEACH OWNERS ASSOCIATION, INC.

2.3 Designation of Voting Representative. If a Unit is owned by one person, his right to vote shall be established by the roster of members. If a Unit is owned by more than one person, the Unit Owner entitled to cast the vote appurtenant in said Parcel shall be designated by the record Owners of a majority interest in the Parcel as shown in the roster of members and by a statement filed with the Secretary of the Association, in writing. The designation may be revoked and a substitute Voting Member designated at any time at least five (5) days prior to a meeting. If a designation of a Voting Member is not filed with the Secretary at least five (5) days prior to a meeting, no vote shall be cast at such meeting by or for said Unit Owner(s).

Notwithstanding the foregoing, whenever any Unit is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a Voting Certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

(a) Where both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Unit owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(b) Where only one (1) spouse is present at a meeting the spouse present may cast their vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Association by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, their vote shall not be considered.

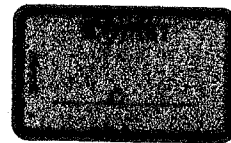
3.4 Special Meetings. Special meetings of the members for any purpose may be called by the President, and shall be called by the President or Secretary at the request, in writing, of either a majority of the Board of Directors or of a majority of the Voting Members. Such request shall state the purpose of the proposed meeting. In addition, special meetings of the members shall be called by the request of a 10% of the voting members for the purpose of recall of a member or members of the Board of Directors. Any unit owner may tape record or videotape a special meeting of the unit owners subject to reasonable rules adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes.

3.10 Quorum. ~~Thirty three~~ Fifty percent (33~~33~~50%) of the total number of Voting Members of the Association (present in person or by proxy) shall constitute a quorum at all meetings of the members, except as otherwise provided by statute or the Condominium Documents. If a quorum is not present at any meeting, the Voting Members may adjourn the meeting. Any rescheduled meeting must be properly noticed. Any business may be transacted at any adjourned meeting where a quorum was present which could have been transacted at the meeting called.

4.1 Number. The affairs of the Association shall be managed by a Board of Directors, consisting of ~~not less than three (3) nor more than five (5)~~ directors. The number of directors shall be determined from time to time by the Voting Members.

4.2 Term. Each director shall be elected to serve for a term of two (2) years, which terms shall be staggered, or until his successor shall be elected and shall qualify, except that directors elected prior to the Unit Owners' Initial Meeting shall serve only until such meeting. The first two (2) directors with the highest votes at the Unit Owners' Initial Meeting shall serve for a term of ~~two~~ (2) years and all subsequent directors, including the initial directors, when their term expires, shall be elected for ~~one~~ two (2) years.

4.4 Vacancy and Replacement. Vacancies in the Board of Directors shall be filled by the Board in the same manner as election of Directors as provided for in paragraph 4.5 hereof. If a vacancy occurs on the Board as a result of a recall and less than a majority of the Board members are removed, the vacancy



may be filled by the affirmative vote of the remaining directors. If vacancies occur on the Board as a result of a recall and a majority of the Board members are removed, the vacancies shall be filled in accordance with the procedural rules adopted by the Division.

4.9 Compensation. The directors shall not be entitled to any compensation for service as directors, but may be reimbursed for reasonable expenses incurred in connection with the performance of their duties.

5.1 Organizational Meetings. The first meeting of each new Board elected by the members shall be held immediately upon adjournment of the meeting at which they were elected or as soon thereafter as may be practicable. The ~~organizational~~ annual meeting of the Board shall be held at the same place as the general members' meeting.

6.2 Qualification - The Board shall select officers from among the members of the Board. No person shall be entitled to hold office except a Voting Member or an officer of a corporate Voting Member. No officer except the President need be a member of the Board.

14.1 By-Laws. The By-Laws of the corporation may be altered, amended or repealed, unless specifically prohibited herein, at any regular or special meeting of the members by a two-thirds (2/3) vote of the Voting Members of the Association unless a greater number is required under paragraph 7.1 hereof. No modification or amendment to the By-Laws shall be valid unless set forth or annexed to a duly recorded amendment to the Declaration of Condominium Ownership nor shall any modification or amendment be valid if made by reference to title or number only.

17.1 Procedure. Before a unit owner, or its occupant, licensee, or invitee, can be fined for failure to abide by a provision of the declaration, the Association Bylaws, or Rules of the Association, the following procedure shall be followed:

(c) The hearing shall be held before a committee of other unit owners 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 does not agree with the fine, the fine may not be levied.