

BY-LAWS
OF
HARBOUR POINTE ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is *Harbour Pointe Association, Inc.*, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 125 South Alcaniz Street, Pensacola, Florida 32501, but meetings of members and directors may be held at such places within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to *Harbour Pointe Association, Inc.*, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to *Harbour Pointe, Inc.*, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in Official Records Book 3310, at Page 969, of the public records of Escambia County, Florida.

Section 8. "Member" shall mean and refer to all persons having an ownership interest in a lot, all trustees of any trust owning a lot, all stockholders and corporate officers of any corporation owning a lot and all general partners of a partnership owning a lot.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings shall be held between November 1 and January 31 on a date and time as selected by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president, a majority of the Board of Directors, or upon written request of members who are entitled to vote one-half (14) of the total number of votes (28).

Section 3. Notice of Meetings. Written notice of each meeting, whether *annual* or *special*, shall be given by mail, postage prepaid, or delivery to the member's residence, at least thirty days before such meeting to each member entitled to vote thereat. Mail shall be addressed to the member at the last address appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, one-half 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 By-Laws. 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.

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 president. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS — SELECTION — TERM OF OFFICE

Section 1. The affairs of this association shall be managed by a board of three directors, who shall be members of the Association.

Section 2. Term of Office. The three directors elected at the organizational meeting shall serve until December 31, 1994, or until the next election of directors. At the annual meeting held between November 1, 1994, and January 31, 1995, and at the annual meeting every two years thereafter, the members shall elect three (3) directors for a term of two years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a three-fourths 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 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, upon approval of a majority of the Board of Directors, be reimbursed for actual expenses incurred on behalf of the Association.

Section 5. Action Taken Without a Meeting. The directors shall 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 directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee which shall be the current Board of Directors, unless they appoint a separate nominating committee. Nominations may also be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held as determined by the Board and may be held by telephone.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by all directors, after not less than fourteen (14) days notice to each director. Special meetings may also be held by telephone.

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.

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 Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended for a period not to exceed 60 days for infraction of published rules and regulations;

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

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

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 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 fix the amount of Annual, Waterfront, and Special Assessments and enforce collection of same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board 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) at the option of the Board, and cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, a vice-president, a treasurer, and a secretary, who shall be members of the Association but need not be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

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 and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, 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 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of president, secretary, and treasurer, or any combination thereof, may be held by the same person.

Section 7. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and, if authorized by the Board, shall sign all leases, mortgages, deeds and other written instruments.

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 and discharge such other duties as may be required of him by the Board.

SECRETARY

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

TREASURER

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; keep proper books of account, if required by resolution of the Board; cause an annual audit of the Association books to be made by a public accountant; 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.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint committees as it deems appropriate.

ARTICLE X

BOOKS AND RECORDS

The books, 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 By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a three-fourths (21) of the Association members, voting in person or by proxy.

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

ARTICLE XII

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.

IN WITNESS WHEREOF, we, being all of the directors of the *Harbour Pointe Association, Inc.*, have hereunto set our hands this 30th day of March, 1994.



JOHN S. CARR,
Director


MARILYN WOODBURY,
Director


EDWARD M. CHADBOURNE, JR.,
Director

CERTIFICATION

I, the undersigned, does hereby certify:

THAT I am the duly elected and acting secretary of the *HARBOUR POINTE ASSOCIATION, INC.*, a Florida corporation not for profit, and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 30th day of March, 1994.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 30th day of March, 1994.


W. CHRISTOPHER HART, Secretary

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EXHIBIT "A"

TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS

BUILDING SETBACK LINES					
LOT	BLOCK	FRONT	LEFT	RIGHT	REAR
1	A	25'	8'	8'	30'
2	A	25'	8'	8'	30'
3	A	25'	10'	10'	30'
4	A	25'	8'	8'	30'
5	A	25'	8'	8'	30'
6	A	25'	9'	9'	30'
7	A	25'	10'	10'	30'
8	A	25'	10'	10'	30'
9	A	25'	8'	8'	30'
10	A	25'	8'	8'	30'
11	A	25'	8'	8'	30'
12	A	25'	8'	8'	30'
13	A	25'	8'	8'	30'
14	A	25'	8'	8'	30'
15	A	25'	8'	8'	30'
16	A	25'	8'	8'	30'
17	A	25'	10'	10'	30'
18	A	25'	8'	8'	30'
19	A	25'	8'	8'	30'
20	A	25'	8'	8'	30'
21	A	25'	12'	12'	30'
1	B	25'	15'	10'	30'
2	B	25'	10'	10'	30'
3	B	25'	10'	10'	30'
4	B	25'	10'	10'	25'
5	B	25'	10'	10'	30'
6	B	25'	10'	10'	30'
7	B	25'	10'	10'	30'

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