

INDEX OF BYLAWS OF
KINGS ROAD HOMEOWNERS' ASSOCIATION, INC.

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(9/25/90)

ARTICLES OF INCORPORATION OF
KINGS ROAD HOMEOWNERS ASSOCIATION, INC.

FILED
90 OCT -3 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapters 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

Article I - Name

The name of the corporation shall be Kings Road Homeowners Association, Inc. (hereinafter "Association").

Article II - Non-Profit Purpose

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

Article III - General and Specific Purposes and Powers

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of that certain real property located in the north 1/2 of Section 19, Township 1 North, Range 30 West, Escambia County, Florida, which is hereafter platted in the Public Records of Escambia County, Florida as Kings Road Phases I, II and III, Ashford Park Phase I, Turnberry Phases I and II, Westchester, Muirfield Phase I, as well as any additions thereto or phases thereof (hereinafter the "Subdivisions") as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any Declaration of Covenants, Conditions and

BYLAWS

OF

KINGS ROAD HOMEOWNERS ASSOCIATION. INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is KINGS ROAD HOMEOWNERS ASSOCIATION INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at Post Office Box 1033, Cantonment, Escambia County, Florida, 32533, or such other places as may be designated by the Board of Directors. Meetings of Members and Directors may be held at such places within the State of Florida, Counties of Santa Rosa or Escambia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

As used in these Bylaws:

Section 2.1 - Association. "Association" means and refers to Kings Road Homeowners Association. Inc., a corporation not for profit, its successors and assigns.

Section 2.2 - Common Area. "Common Area" means and refers to the common areas as defined in the Declarations.

Section 2.3 - Declarations. "Declarations" means and refers to those certain "Declarations of Covenants, Conditions and Restrictions" for the Subdivisions which are presently recorded in the Public Records of Escambia County, Florida, and refer to the Association, whether presently recorded or recorded hereafter. In interpreting these Bylaws and the Articles of Incorporation of the Association, words and phrases herein which are defined in the Declarations shall utilize the definitions in the Declarations recorded at the time of application.

Section 2.4 - Lot. "Lot" means and refers to lots as defined in the Declarations.

Section 2.5 - Member. "Member" means and refers to those persons entitled to membership in the Association as provided in the Declarations.

Section 2.6 - Owner. "Owner" means and refers to owner as defined in the Declarations.

Section 2.7 - Subdivisions. "Subdivisions" shall mean and refer to Kings Road, Turnberry, Westchester, Ashford Park, and Muirfield, as well as any additions thereto or phases thereof, which are presently or hereafter platted in the Public Records of Escambia County, Florida.

ARTICLE III

MEETING OF MEMBERS

Section 3.1 - Annual Meeting. The annual meetings of Members shall be held on such date and at such time and place as the Board of Directors determines.

Section 3.2 - Special Meeting. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written requests of one-fourth of the owners.

Section 3.3 - 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, by mailing a copy of such notice postage prepaid, at least ten (10) days before such meeting to each Owner entitled to vote thereat, addressed to the Owner's address last appearing on the books of the Association, in the Public Records of Escambia County, Florida or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purposes of the meeting.

Section 3.4 - Quorum. The presence in person or by proxy at a meeting of Owners entitled to cast one-fourth of the votes of membership shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declarations, 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 be represented.

Section 3.5 - Proxies. At all meetings of Members, each Owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of his Lot.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 - Number. The affairs of this Association shall be managed by a Board of at least three (3) and not more than nine (9) Directors, all of whom shall be Members of the Association.

Section 4.2 - Election Term of Office. At the annual meeting, nominations and elections to the Board of Directors shall be held. The Members shall elect one third (1/3) of the Board of Directors (e.g. three members), each to serve for a three year term, so that two thirds (2/3) of the Board of Directors remains in office. The newly elected members shall take office at the next meeting of the Board of Directors.

Section 4.3 - Removal. Any Director may be removed from the Board, with or without cause, by a two-thirds vote of the Members of the Association at an annual or special meeting of the Members. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 4.4 - Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a director.

Section 4.5 - 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 5.1 - Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting.

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members of the Association.

Section 5.2 - Election. Election to the Board of Directors shall be by voice vote or a show of hands, unless objected to by ten percent (10%) of the Members present at that meeting, in which case the election shall be by written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting is prohibited.

ARTICLE VI

MEETING OF DIRECTORS

Section 6.1 - Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and hours as may be fixed from time to time by resolution of the Board.

Section 6.2 - Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director, unless notice is waived by all Directors.

Section 6.3 - 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 7.1 - Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and regulating the

personal conduct of the Members, their families, guests, tenants, agents and contractors in the use of the Common Areas, and to establish, if appropriate, penalties for the infraction thereof;

(b) Suspend the voting rights 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 after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations by the Members or their families;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by these bylaws, the Articles of Incorporation or the Declaration, and which are not reserved to the Members by other provisions of these bylaws, the Articles of Incorporation, or the Declaration;

(d) 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; and

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

Section 7.2 - 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 Owners '

(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 any assessments against each Lot and its due date;

(2) Mail written notice of each assessment to every Owner subject thereto at least thirty days in advance of its due date; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty days after the due date

and/or to bring an action at law against the Owner personally obligated to pay same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a sealed 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 the 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, as it may deem appropriate;

(g) Cause the Common Areas to be improved and maintained;

(h) Coordinate and cooperate with the Architectural Control Board (or the Architectural Review Representative), as constituted in the Declarations, matters pertaining to architectural control within the Subdivisions.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Officers. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 8.2 - 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 8.3 - Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 8.4 - Special Appointments. The Board 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 other duties as the Board may, from time to time, determine.

Section 8.5 - 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 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 8.6 - 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 the remainder of the term of the officer he replaces.

Section 8.7 - Multiple Officers. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers created pursuant to Section 8.4.

Section 8.8 - 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; shall sign all leases, mortgages, deeds, and other written instruments not otherwise provided for in these Bylaws or by Florida Statutes.

Vice President

(b) The Vice President shall serve as President, and Board of Directors, in the absence of the President; and is authorized to sign all leases, mortgages, deeds and other written instruments not otherwise provided for in these Bylaws or by Florida Statutes.

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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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

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 Bylaws 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 X

ASSESSMENT

Section 10.1 - Assessment. As more fully provided in the Declarations, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest legal rate and the Association or an owner (on behalf of the Association) may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against the property. If the party initiating such action prevails, it shall be entitled to recover reasonable legal fees from the defendant defaulting party and any such amounts so awarded shall be added to the amount of such assessment. No Owner may waive or otherwise avoid liability for the assessments provided for herein by virtue of nonuse of the Common Areas or abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

Section 11.1 - Corporate Seal. The Association shall have a seal in circular form having within its circumference the words: KINGS ROAD HOMEOWNERS ASSOCIATION, INC.

ARTICLE XII

AMENDMENTS

Section 12.1 - Amendments. These Bylaws may be amended at any time and from time to time by a vote of the majority of the Board of Directors.


Section 12.2 - Priority of Bylaws. 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 Declarations and these Bylaws, the Declarations shall control.

ARTICLE XIII

FISCAL YEAR

Section 13.1 - Fiscal Year. 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 date of commencement for the first fiscal year shall begin on the date of incorporation.

I hereby certify that the foregoing is a true and correct copy of the Bylaws of Kings Road Homeowners Association, Inc., as adopted by the Board of Directors of said Association at its regular meeting on June 7, 1993.



Sam Waite,
Secretary