

**BYLAWS**  
**OF**  
**BELLA TRAE COMMUNITY ASSOCIATION, INC.**

**ARTICLE I - NAME AND LOCATION**

Section 1. Name. The name of the corporation is BELLA TRAE COMMUNITY ASSOCIATION, INC. (the "Association").

Section 2. Location. The principal office of the Association shall be located at 4901 Vineland Road, Suite 500, Orlando, FL 32811, 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**

All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration for BELLA TRAE, recorded among the Public Records of Osceola County, Florida, and any amendments or modifications thereof (the "Declaration"). "Member" shall mean and refer to those persons entitled to membership in the Association provided in the Declaration.

**ARTICLE III - MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the same month of each year thereafter, on such day and at such time as may be directed by the Board of Directors from time to time. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 twenty-five percent (25%) of all Voting Interests.

Section 3. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Members' address last appearing on the books of the Association, or supplied by such Member 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 purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the Voting Interests 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 at such meeting shall have 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 by proxy.



Section 5. Proxies. At all meetings of Members, Voting Interests may be voted in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease as to any Lot upon conveyance by the Member owning such Lot.

Section 6. Place. All Members meetings shall be held within the State of Florida as may be directed by the Board of Directors.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, which prior to Turnover, shall consist of three (3) directors. Directors shall be members of the Association; provided, however, prior to Turnover, Directors need not be Members of the Association. The Members, by majority vote of the Voting Interests (in person or by proxy) at a duly noticed annual or special meeting at which a quorum is present, may increase the number of Directors to any odd number up to nine (9); however, there shall never be less than five (5) Directors.

Section 2. Term of Office. The initial Board of Directors designated in the Articles of Incorporation shall serve until the Turnover meeting, at which time the members shall elect five (5) directors. Directors elected at the Turnover meeting shall serve on the Board as determined by the number of votes cast for each elected Director as follows: (i) the two (2) Directors receiving the highest number of votes shall serve on the Board for two (2) years and (ii) the remaining three (3) Directors receiving the lowest number of votes shall serve on the Board for one (1) year each. Subsequently elected directors shall be elected for a term of one (1) year. A Director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve. Provided, that, prior to Turnover Declarant shall have the right to name Directors.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Voting Interests (in person or by proxy) at a duly noticed meeting of the Members in which a quorum is present. 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; provided, that, prior to Turnover Declarant shall have the right to name successor Directors.

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 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 the Directors. Any action so approved shall have the 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. 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 (2) 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 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.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot unless unanimously waived by the Voting Interests (in person or by proxy). At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. 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. Regular meetings of the Board of Directors shall be held as the Board may from time to time establish at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

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) 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

(b) 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 Bylaws, the Articles of Incorporation, or the Declaration.

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 twenty-five percent (25%) of the Voting Interests;

(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 at least thirty (30) days in advance of each Annual Assessment period.

(2) send written notice of such Annual Assessment to every Owner subject thereto at least thirty (30) days in advance of each Annual Assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or 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; and

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

#### **ARTICLE VIII - OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Prior to Turnover, officers need not be Members of the Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

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. 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 duties as the Board 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. 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 6. 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 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President: 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 and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

(b) Vice President: 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.

(c) Secretary: 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, if the President does not, 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.

(d) Treasurer: 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 and promissory notes of the Association; keep proper books of accounts, 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 - COMMITTEES**

The Board of Directors shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out purposes of the Association.

#### **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 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 XI - CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the name of the Association, the year and state of incorporation and the words "Corporation not for profit".

**ARTICLE XII - AMENDMENT**

Section 1. These Bylaws may be amended from time to time at a regular or special meeting of the Directors, by a majority vote of the Directors.

Section 2. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

**ARTICLE XIII - CONFLICTS**

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.

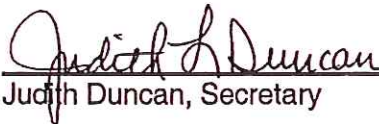
**CERTIFICATION**

I, Judith Duncan, do hereby certify that:

I am the duly elected and acting Secretary of BELLA TRAE COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit; and,

The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 5<sup>th</sup> day of April, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 5<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
Judith Duncan, Secretary

(CORPORATE SEAL)



**FIRST AMENDMENT TO THE BYLAWS OF  
BELLA TRAE MASTER COMMUNITY ASSOCIATION, INC.,  
A FLORIDA CORPORATION NOT FOR PROFIT**

This FIRST AMENDMENT TO THE BYLAWS OF BELLA TRAE COMMUNITY ASSOCIATION, INC., A FLORIDA CORPORATION NOT FOR PROFIT (the "First Amendment") is made this 14<sup>th</sup> day of August, 2009, by BELLA TRAE COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

**WITNESSETH:**

**WHEREAS**, a resolution for the adoption of a proposed amendment of the Bylaws of the Association has been proposed by the Board of Directors; and

**WHEREAS**, the Board of Directors have proposed the following amendment by a unanimous vote of the Directors and, by written action in lieu of a meeting, have adopted the following amendment by unanimous vote of the Board of Directors.

**NOW THEREFORE**, the Association hereby amends the Bylaws as follows:

As used herein the following shall apply: words in text which are lined through (——) indicate deletions from the present text; words in the text which are double -underlined indicate additions to the present text.

1. The recitals set forth above are true and correct and are incorporated herein by reference.
2. Article III, Section 4 of the Bylaws is hereby amended as follows:

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) ~~twenty-percent (20%)~~ of the Voting Interests 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 at such meeting shall have 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 by proxy.

3. This Amendment was adopted by unanimous written approval of the Directors in lieu of a special meeting of the Board, such written action being hereby attached as Schedule 1 and incorporated herein by this reference.

Signed this 14<sup>th</sup> day of August, 2009.

ATTEST:

"ASSOCIATION"

BELLA TRAE COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit

By: Kelly L. Majzlik  
Name: Kelly L. Majzlik  
Title: Secretary/Treasurer  
Date: 8-14-09

By: Diana Cabrera  
Name: DIANA CABRERA  
Title: President  
Date: AUGUST 14, 2009

(Corporate Seal)

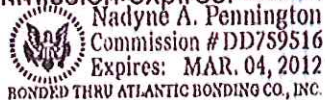
STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 14 day of August, 2009 by DIANA CABRERA, as President, and Kelly L. Majzlik, as Secretary/Treasurer, respectively, of BELLA TRAE COMMUNITY ASSOCIATION, INC., a corporation not for profit, on behalf of the corporation. They [are personally known to me] [have produced \_\_\_\_\_ as identification].

Nadyne A. Pennington  
Notary Public

NADYNE A. PENNINGTON  
Print Name

My commission expires





Schedule 1

**BELLA TRAE COMMUNITY ASSOCIATION, INC.,  
A FLORIDA CORPORATION NOT FOR PROFIT**

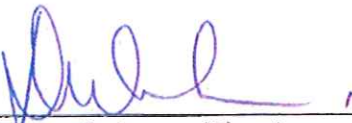
**WRITTEN ACTION BY THE BOARD OF DIRECTORS**

The Board of Directors of BELLA TRAE COMMUNITY ASSOCIATION, INC., a corporation not for profit, by unanimous written action adopts the following resolution:

RESOLVED, that the quorum requirement for meetings of the members is hereby reduced from twenty percent (20%) of the votes of either or both classes of membership to ten percent (10%) of the voting interests.

DONE by unanimous consent of the Board of Directors this 14<sup>th</sup> day of August, 2009.

BOARD OF DIRECTORS:

  
\_\_\_\_\_  
Diana Cabrera, Director

  
\_\_\_\_\_  
Brian Mihelich, Director

  
\_\_\_\_\_  
Kelly Majalik, Director