

EXHIBIT F

BY-LAWS

OF

HIDDEN GROVE CONDOMINIUM ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

A. The name of the Corporation shall be HIDDEN GROVE CONDOMINIUM ASSOCIATION, INC.

B. Its principal place of business shall be located at:  
8302 Purcel Drive, Orlando, Florida 32817  
until otherwise designated.

ARTICLE II - PURPOSE

A. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 1983, as amended, initially for the operation of a Condominium Association located upon certain lands legally described in Exhibit B attached hereto and made a part hereof; and to serve as an entity for the operation of a Condominium Association for such additional phases or parcels of land within that land described in Exhibit A attached hereto, as may now or hereafter be submitted to condominium form of ownership.

ARTICLE III - MEMBERS

A. All of the owners of condominium parcels (apartment units) shall be members of this Corporation. Upon recording of a deed or furnishing of other evidence of change of record title to the condominium parcel, and delivery to the Corporation of certified copies of said instrument, the new owner designated by said instrument shall become a member of the Corporation; and the membership of the prior owner shall be thereby terminated, provided, however, that said transfer, devise, etc., shall be accomplished in accordance with the terms and conditions of the Declaration of Condominium relating to the Corporation.

B. Voting by the members of the condominium in the affairs of the Corporation shall be on the basis of one vote for the owner of each condominium parcel (apartment unit), now or hereafter constructed on the land designated in Exhibit A and submitted to condominium form of ownership.

If an apartment is owned by one person, his right to vote shall be established by the record title to this apartment. If an apartment is owned by more than one person, or is under lease, the person entitled to cast a vote for the apartment shall be designated by certificate signed by all of the record owners of the apartment and filed with the Secretary of this Corporation. If an apartment is owned by a corporation, the person entitled to cast a vote for the apartment shall be designated by certificate

#### ARTICLE IV - MEMBERS MEETINGS

A. The annual meeting of the members shall be held on the third Wednesday of January of each year at the principal office of the Corporation, or at such other place as may be set forth in the notice of the meeting. At such meeting the members shall elect Directors to serve until the next annual meeting of the members, or until their successors shall be duly elected and qualified, and conduct such other business as may be authorized to be transacted by the members.

The first annual meeting shall be held on the Third Wednesday in January. The holding of the first meeting may be accelerated if, in the opinion of 3H DEVELOPMENT CORPORATION, hereinafter referred to as Developer, there is a sufficient number of members available to hold said meeting.

B. A special meeting of the members, to be held at the same place as the annual meeting or such other place as may be set forth in the notice of said meeting, may be called at any time by the President or, in his absence, by the Vice President, or by a majority of the Board of Directors. It shall be the duty of the Directors, President or Vice President to call such a meeting whenever so requested by members holding sixty percent (60%) or more of the voting rights in the Corporation, said request to be in writing.

C. Notice of the time and place of all annual and special meetings shall be mailed by the President, Vice President or Secretary to each member not less than ten (10) days prior to the date of each meeting, to the address of said member as it appears on the books of the Corporation. A certificate of an officer mailing said Notice shall be prima-facie proof that said notice was given.

D. The President or, in his absence, the Vice President, shall preside at all annual or special meeting of the members.

E. A quorum for members meetings shall consist of persons entitled to cast fifty-one percent (51%) of the votes of the entire membership. In the event that a quorum is not present, the members present at any meeting, though less than a quorum, may adjourn the meeting to a future date.

The execution by any member of a copy of the Minutes shall constitute the presence of such member for the purpose of validating all of the actions taken at said meeting.

F. Votes may be cast in person, or by proxy. All proxies shall be in writing and shall be filed with the Secretary and entered in record in the Minutes of the meeting. No proxy shall be valid unless the same is executed by all members owning any interest in an apartment unit.

G. Annual or special meetings of the members may be held at any time or place, without notice, with the written consent of all of the members.

H. The order of business at all meetings shall be:

I. The affairs of the Corporation and its proceedings shall be conducted with Roberts Rules of Order when not otherwise in conflict with the Articles of Incorporation and By-Laws of the Corporation, or with the Statutes of the State of Florida, or the Declaration of Condominium.

#### ARTICLE V - DIRECTORS

A. The business and affairs of the Corporation shall be managed by a Board of Directors who shall be elected by the members by plurality vote. Said Board of Directors shall consist of not less than three (3) members, nor more than nine (9), with the original number of directors being five (5) elected, or appointed, as follows:

When unit owners other than the Developer own fifteen percent (15%) or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of an association:

(a) Three years after 50 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first. The Developer is entitled to elect at least one member of the Board of Directors of an association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the units in a condominium operated by the Association.

B. The original members of the Board of Directors shall be those elected at the first meeting of the condominium by the Developer, and they shall hold office until the first annual meeting of the members. At the first annual meeting of the members as specified in the By-Laws, and thereafter, the Directors shall be elected annually by the members, and the Developer shall appoint, where applicable, and said Directors shall serve until the next annual meeting, or until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided.

C. In the event of a vacancy occurring in the Board of Directors for any reason whatsoever prior to the first annual meeting of

and in that event, the Developer shall have the right to fill said vacancy in accordance with the provisions of these By-Laws.

D. After the first annual meeting of the members, a Director may be removed from office, with or without cause, by a majority of the owners at any regular or special meeting duly called. At said meeting a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting, provided, however, that no Director appointed by the Developer may be removed without its written consent so long as it has the right to appoint Directors in accordance with these By-Laws.

E. No compensation shall be paid to Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee, or for other services rendered to the Corporation outside of his or her duties as a Director. In this case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents and attorneys for services rendered to the Corporation.

F. The first meeting of a newly created Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected; and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

G. Regular meetings of the Board of Directors may be held at such times and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone or telegraph at least five (5) days prior to the day named for such meeting.

The Directors may establish a schedule of regular meetings to be held in the offices of the Corporation, and no notice shall be required to be sent to said Directors of said regular meetings once said schedule has been adopted.

H. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time and place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least a majority of the Directors.

I. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a

of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The President of the Corporation shall act as Chairman of the Board of Directors and he shall be entitled to vote as a member of the Board of Directors on all questions arising before the Board of Directors.

K. The Board of Directors shall have all of the powers vested in it under Common Law and pursuant to the Provisions of Chapter 617, Florida Statutes (1983), as amended, together with any powers granted to it pursuant to the terms of the Articles of Incorporation of the Corporation and the condominium documents, subject only to such approval of the powers of individual apartment units as may be required under these By-Laws, the Articles of Incorporation and the condominium documents.

Such powers shall include, but not be limited to, the following:

1. Management and operation of the condominium.
2. Making and collecting assessments from members for the purpose of operating and maintaining the condominium.
3. Maintenance, repair and replacement of the condominium property.
4. Hiring and dismissal of any necessary personnel required to maintain and operate the condominium.
5. Making and amending regulations respecting the use of the property in the condominium, provided, however, that all such regulations and amendments thereto shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Corporation before such shall become effective.
6. Approval or disapproval of proposed purchasers, lessees and mortgages of the apartment units in the manner provided in the Declaration of Condominium.
7. Carrying and paying the premium for such insurance as may be required for the protection of the owners of apartment units and the Corporation against any casualty or any liability to third persons.
8. Employment of a management agent at a compensation established by the Board of Directors and delegation to said management agent such powers and duties as the Board shall authorize, except those as are specifically required to be exercised by the Board of Directors of the membership.
9. Enforcement by legal means of the provisions of the condominium documents, the Articles of Incorporation, the By-Laws of the Corporation and the regulations for the use of the property in the condominium.
10. Payment of any taxes or special assessments against any apartment unit where the same are in default and assessment

therewith shall be held in trust for the use and benefit of all the owners of apartments in the condominium.

12. Contracting for the management of the condominium and delegation to such manager all such powers and duties of the Association that are necessary in the opinion of the Directors for said manager to effectively manage the same.

13. Acquiring and entering into agreements whereby the Corporation acquires leases, memberships or other possessory or use interest in lands or facilities including, but not limited to, country clubs, golf courses, marinas, swimming pools, putting greens, and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

#### ARTICLE VI - OFFICERS

A. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. The offices of the Secretary and Treasurer may be filled by the same persons.

B. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until the next annual meeting of the Board of Directors or until their successors are duly elected and qualified, except as hereinafter provided.

C. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

D. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of a corporation, including, but not limited to, the power of appointing committees from among the members from time to time, as he may in his discretion decide is appropriate to assist in the conduct of the Corporation.

E. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such duties as shall from time to time be imposed upon him by the Board of Directors.

F. The Secretary shall issue notice of all Directors' and

and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The duties of the Assistant Treasurer shall be the same as those of the Treasurer in the absence of the Treasurer.

H. Any vacancy in the office of the President, Vice President, Secretary or Treasurer or any other officer or employee for any reason whatsoever may be filled by the Board of Directors at any regular meeting or special meeting, and such successor to the vacant office shall hold office for the balance of the unexpired term.

#### ARTICLE VII - FINANCE

A. The funds of the Corporation shall be deposited in a bank or savings and loan association in Brevard County, Florida, and shall be withdrawn only upon check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

B. For accounting purposes, the Corporation shall operate upon the calendar year beginning on the first day of January and ending the thirty-first day of December of each year.

C. An audit of the accounts of the Corporation shall be made annually by an accountant and a copy of the report shall be furnished to each member not later than March first of the year following the year for which the report is made.

D. The Board of Directors of the Corporation shall maintain a set of books of account for the Corporation which shall show all the receipts and expenditures of the Corporation, all of which shall be considered as common expenses, which shall include the following specific accounts:

1. Individual Accounts. An individual account for each of the owners of apartments in the condominium, which account shall designate the name and address of the owner or owners, the amount of each assessment against the owner, the dates and amounts in which the assessments become due, the amounts paid upon the account, and the balance due upon the assessments.

2. Current Expense, which shall include all receipts and expenditures to be made within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves or to additional improvements. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year, or may be refunded proportionately to each member.

3. Reserve for Deferred Maintenance, which shall include funds for maintenance items that occur less frequently than annually.

4. Reserve for Depreciation, which shall include funds for

the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

1. Current Expense and Reserve for Deferred Maintenance. The amount to be budgeted by the Board of Directors for current expenses and reserves for deferred maintenance shall not exceed one hundred fifteen percent (115%) of the budget for this account for the prior year, except in accordance with Section 718.112(2)(e), Florida Statutes (1983).

2. Reserve for Replacement and Betterments. The amount adopted in the budget by the Board of Directors for reserves for replacements and betterments, which shall include the funds to be used for capital expenditures or for additional improvements or additional personal property that will be a part of the common elements, shall be considered as special assessments and shall not exceed the sum of fifty dollars (\$50.00) per year per apartment unless the same has been approved by members owning at least seventy-five percent (75%) of the undivided interests in the common elements of the condominium, provided, however, that said budget and any assessment levied in connection therewith for reconstruction or repair under the provisions of Article 16 of the Declaration of Condominium shall not be subject to this restriction if it has been determined as provided in said Declaration of Condominium to repair or reconstruct said damage.

Provided, however, that the amount for each budgeted item may be increased over the foregoing limitation when approved by apartment owners entitled to cast not less than seventy-five percent (75%) of the votes of the entire membership of the Association. Copies of the budget and proposed assessments shall be transmitted to each member on or before December fifteenth preceding the year for which the budget is made. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

F. The Board of Directors may require that a fidelity bond be obtained from all officers and employees of the Corporation handling or responsible for Corporation funds. The amount of such bond shall be determined by the Board of Directors and the premiums on such bonds shall be paid by the Corporation as an item of general expense.

G. All assessments paid by members of the Corporation for the maintenance and operation of the condominium shall be utilized by the Corporation for the purpose of said assessments. Any excess of monies received from said assessments paid by any members shall be held by the Corporation for the use and benefit of the members. Any surplus held by the Corporation after the payment of expenses for maintaining and operating the limited and general common elements shall be considered as general surplus and held for the benefit of all of the members.

#### ARTICLE VIII - PERTINENT COLLATERAL AGREEMENTS

A. No transfer of an individual apartment from an owner by deed or by other means shall be recorded or effected unless the transfer is in accordance with the terms and conditions of the



## ARTICLE IX - DEFAULT

A. In the event an owner of a condominium parcel does not pay any sums, charges or assessments required to be paid to the Corporation within thirty (30) days from the due date, the Corporation, acting on its own behalf or through its Board of Directors or manager acting on behalf of the Corporation, may foreclose the lien encumbering the condominium parcel created by non-payment of the required monies in the same fashion as mortgage liens are foreclosed. The Corporation shall be entitled to the appointment of a Receiver if it so requires. The Corporation shall have the right to bid in the condominium parcel at a foreclosure sale and to acquire, hold, mortgage and convey the same. In lieu for foreclosing its lien, the Corporation may, through its Board of Directors, or manager acting in behalf of the Corporation, or in its own behalf, bring suit to recover a money judgment for sums, charges or assessments required to be paid to the Corporation without waiving its lien securing same. In any action either to foreclose its lien or to recover a money judgment brought by or on behalf of the Corporation against a condominium parcel owner, the losing defendant shall pay the costs thereof, together with a reasonable attorney's fee.

If an action of foreclosure is brought against the owner of a condominium parcel for the non-payment of monies due the Corporation and, as a result thereof, the interest of the said owner in and to the condominium parcel is sold, then, at the time of such sale, the condominium parcel owner's membership shall be cancelled and membership shall be issued to the purchaser at the foreclosure sale.

If the Corporation becomes the owner of condominium parcel by reason of foreclosure, it shall offer said unit for sale, and at such time as a sale is consummated, it shall deduct from such proceeds all sums of money due it for monthly assessments and charges, all costs incurred in the bringing of the foreclosure suit, including reasonable attorney's fees, and any and all expenses incurred in the re-sale of the condominium parcel which shall include, but not be limited to, advertising expenses, real estate brokerage fees, and expenses necessary for the repairing and refurbishing of the condominium parcel in question. All monies remaining after deducting the foregoing items of expense shall be returned to the former owner of the condominium parcel in question.

B. In the event of violation of the provisions of the enabling Declaration, Corporate Articles or restrictions and By-Laws as the same are now or may hereafter be constituted, the Corporation, on its own behalf, may bring appropriate action to enjoin such violation or to enforce the provisions of the documents hereinabove enumerated, or sue for damages or take all such other legal remedy it may deem appropriate.

In the event of such legal action brought against a condominium parcel owner, the losing defendant shall pay the plaintiff's reasonable attorney's fees and court costs. Each owner of a condominium parcel, for himself, his heirs, successors and assigns,

## ARTICLE X - AMENDMENTS

A. The Articles of Incorporation of the non-profit Corporation may be amended by the members at a duly constituted meeting held for such purpose, provided, however, that no amendment shall take effect unless approved by members representing at least seventy-five percent (75%) of the votes in the condominium, as set forth in the Declaration of Condominium.

B. These By-Laws may be amended by the Corporation at a duly constituted meeting held for such purpose, provided, however, that no amendment shall take effect unless approved by members representing at least seventy-five percent (75%) of the votes in the condominium, as set forth in the Declaration of Condominium.

C. The Declaration of Condominium may be amended in accordance with the provisions of the Declaration of Condominium.

D. No amendments to the Articles of Incorporation, the By-Laws or the Declaration of Condominium shall be valid unless approved by members representing one hundred percent (100%) of the votes in the condominium as set forth in the Declaration of Condominium, as to any of the following:

That would in any way change the percentage of ownership of any member of a condominium parcel (apartment unit) in the common elements of the condominium, or in any way modify the percentage of votes which may be cast by any member, or modify the percentage of assessments to be levied against any member for the operation and maintenance of the common elements of the condominium.

E. Notice of the subject matter of any proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

F. No amendment to the Articles of Incorporation or By-Laws of the Corporation or the Declaration of Condominium shall be effective until the same has been recorded with the Clerk of the Circuit Court of Brevard County.

G. No amendment to the Articles of Incorporation or By-Laws of the Corporation or the Declaration of Condominium shall be effective without the written consent of the Developer, so long as it is the owner of any of the condominium parcels or any land described in Exhibit B that is now or may hereafter be submitted to condominium form of ownership.

H. No amendment to the Articles of Incorporation or the By-Laws or the Declaration of Condominium which adversely affects the rights of any institutional mortgagee shall be effective without its written consent.

I. Whenever any of the provisions set forth herein relating to amendments of the Articles of Incorporation, By-Laws or Declaration of Condominium require the vote of an apartment owner, said owner may express his approval in writing even though said owner is not present in person, or by proxy, at said meeting, provided such

when such certificate and a copy of the amendment are recorded in the Public Records of Brevard County, Florida; provided, however, that in the event of an amendment to the Articles of Incorporation the same shall have been first filed and accepted in the office of the Secretary of the State of Florida, prior to recording the same in the Public Records of said County.

THE FOREGOING were duly adopted on the 1st day of November, 1984, as the By-Laws of the Corporation, same being a corporation not-for-profit, under the laws of the State of Florida at the first meeting of the Board of Directors.

HIDDEN GROVE CONDOMINIUM  
ASSOCIATION, INC.

By: Shirley M. Holmes  
President

By: Alan G. Holmes  
Secretary