

**BYLAWS OF THE RIVER TOWNHOUSE ASSOCIATION, INC.**  
**(a Florida corporation not for profit)**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is THE RIVER TOWNHOUSE ASSOCIATION INC. The principal office of the corporation shall be located at 3559 Edgewood Avenue, Fort Myers, Florida 33916, 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**

Section 2.1. Except as defined herein all words and phrases shall have their common meaning, the meaning appearing in sections 607.301 through 607.312, Florida Statutes, or in the governing documents for THE RIVER.

Section 2.2. "Association" shall mean and refer to THE RIVER TOWNHOUSE ASSOCIATION, INC., its successors and assigns.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

Section 3.1. Annual Meetings. The first annual meeting of members shall be held within one year from the date of incorporation of the Association or not later than sixty (60) days after seventy-five percent (75%) of the lots have been sold, whichever first occurs. Subsequent annual meetings of members shall be held on the day and time set and place set by the Association each year thereafter.

Section 3.2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of members who are entitled to vote at least one-fourth (1/4) of all votes of the Class A membership. Business at special meets is limited to the purposes stated in the notice of meeting.

Section 3.3. Notice of Meetings. Written notice of each meeting of members shall be given by mailing a copy of such notice, postage prepaid, at least thirty (30) but not more than sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the

Association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting.

Section 3.4. Quorum. The presence at the meeting, in person or by limited proxy, of members entitled to cast at least thirty percent (30%) of the voting interest of each class of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members exercising the voting interest present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. A majority of the voting interest present at a meeting with a quorum shall decide any issue unless a higher percentage is required by the declaration or another provision of these bylaws.

Section 3.5. Proxies. At all meetings of members, each member may vote in person or by proxy. Proxies shall be in writing and filed with the secretary prior to the meeting. All proxies are revocable by the member and shall automatically terminate following the meeting or the adjourned meeting thereof or on the earlier of ninety (90) days after the date of the first meeting for which issued or upon conveyance by the owner of the lot.

(a) Limited Proxies. The Association shall prepare and send to each member along with the notice of meeting a limited proxy concerning matters scheduled to be considered during the meeting. Each such limited proxy shall direct the Association officers to vote on the member's behalf for or against specific issues to be decided or to choose between listed options to be considered at the meeting.

(b) General Proxies. Each member may grant a general proxy to any other member or attorney. The proxy may shall allow the designated holder to exercise the proxy with regard to any matter properly brought before the meeting not specifically covered by the options appearing in the limited proxy.

**ARTICLE IV  
BOARD OR DIRECTORS  
TERM OF OFFICE; FIRST ELECTION; REMOVAL**

Section 4.1. Number. The affairs of the Association shall be managed by a board of at least three but not more than five directors who, other than the directors named by Declarant, shall be members of the Association.

Section 4.2. Term of Office. All directors other than the initial directors, who serve at the pleasure of Declarant, shall serve a term of three years. At the first annual meeting following turn over of control of the Association from the Developer to the members, the members shall elect one director for term of one year, one director for a term of two years, and one director for a term of three years; at each annual meeting thereafter, the members shall elect one director for a term of three years. If more than three directors are authorized by the members, the terms of the added directors shall be staggered so that the minimum number of directors shall stand for election each year.

Section 4.3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, a temporary successor shall be selected by the remaining members of the board and shall serve until the next annual meeting of members. The person elected to replace a deceased, resigned or removed director shall serve the remaining term of the director he or she replaces.

Section 4.4. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

#### ARTICLE V BOARD OF DIRECTORS - NOMINATION AND ELECTION

Section 5.1. Nomination. Candidates for election to the board of directors shall be by self-nomination. A member becomes a candidate by notifying the secretary in writing of his candidacy at least forty-five (45) days prior to the next scheduled annual meeting of members. Such persons may include a letter or other flyer to be included with the ballots. If a insufficient number of notifications of candidacy for the board of directors are received, the board of directors may select two or more members to serve as a committee to seek additional candidates from the membership.

Section 5.2. Election. Election to the board of directors shall be by written ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration. Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5.3. Procedure for Election. Election of directors shall be by ballot. The secretary of the Association shall prepare a ballot listing all candidates for the board of director

alphabetically and stating the number of positions to be filled. Unit owners shall cast one vote for each lot owned for each position to be filled. Candidates shall be listed in descending order based on the total number of votes received. All vacancies shall be filled from the top of the list beginning with the vacancy with the longest remaining term and so on until all positions are filled. Unit owners unable to attend the meeting in person shall sign their ballot and mail or otherwise deliver their ballot to the secretary prior to the date of the meeting.

#### ARTICLE VI BOARD OF DIRECTORS - MEETINGS

Section 6.1. Regular Meetings. The board may by resolution set a schedule of regular meetings of the board of directors to be held not less than quarterly at such place and hour as 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 days' notice to each director.

Section 6.3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

Section 6.4. Notice of Board Meetings. A notice of each board meeting describing the general agenda shall be posted at a conspicuous place in "The River" designated by the board of directors at least forty-eight (48) hours prior to the meeting except in an emergency. The notice of any board meeting in which assessments are to be established shall specifically contain a statement that assessments shall be considered and the nature of such assessments. As an alternative to posting of the notice, the board may mail or deliver written notice of the board meeting to each member seven days prior to the meeting except in an emergency.

Section 6.5. Schedule in Lieu of Notice of Regular Board Meetings. The board may by resolution from time to time adopt a schedule of regular board meetings and the general agenda for such meetings. The schedule shall designate those meetings in which the budget and assessments will be considered. The posting or mailing of written notice of meeting appearing on the schedule is waived provided that a copy of the schedule is mailed to each member at least seven days prior to the date of the first meeting appearing on the schedule.

**ARTICLE VII**  
**BOARD OF DIRECTORS - POWERS AND DUTIES**

Section 7.1. Powers. The board of directors shall have power to operate and manage the affairs of the River exercising all powers necessary to discharge its duties and obligations except as limited or restricted by section 617.301 through 617.312, Florida Statutes, or the governing documents for THE RIVER. Such powers include but are not limited to the following:

(a) Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations.

(b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is 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 30 days, for infraction of published rules and regulations and a fine may be imposed against a member for infractions of published rules and regulations after notice in writing to the member of the violation and a reasonable period to comply. The fine shall be imposed only at a meeting of the board of directors with at least fourteen (14) days notice to the member of the date and time of the meeting and of his right to present witnesses and evidence on his behalf. Any fine imposed shall not exceed \$50.00 for any single violation. A violation continuing after a fine is imposed is a new separate violation if a new notice of violation is given to the member;

(c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws.

(d) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three consecutive regular meetings of the board of directors.

(e) Employ a manager, independent contractors, and such other employees as deemed 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 each annual meeting, or at any special meeting at which such a statement is requested in writing by Class A members exercising one-fourth of the voting interests of Class A members;

(b) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;

(c) As more fully provided in the declaration:

(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 each assessment to every owner subject thereto at least thirty (30) days in advance of annual assessment period; and

(3) Commence action to foreclose the lien against any property for which assessments are not paid within thirty (30) days after the 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, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

(e) Procure and maintain adequate liability and hazard insurance on all property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) Cause the common elements, common area(s) and common property to be maintained.

#### ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Officers. The officers of the Association shall be a president, vice president, secretary, and treasurer who shall at all times be members of the board of directors, and such other officers as the board may from time to time create by resolution and who need not be members of the board.

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 members.

Section 8.3. Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of 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 duties as the board, from time to time, may determine.

Section 8.5. Resignation and removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by 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. The officer appointed to such vacancy shall serve for the unexpired term of the officer replaced.

Section 8.7. Multiple offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8.8. 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 instruments, and shall cosign all checks and promissory notes.

(b) Vice president. The vice president shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required 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 to all papers so requiring; serve notice of meetings of the board and of members; keep a current list of members and their addresses; maintain the official records as required by Section 617.303(4), Florida Statutes; and perform such other duties as may be required by the board or by law.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds 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; shall keep proper books to be made by a certified accountant at the completion of statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

#### ARTICLE IX BUDGET AND ASSESSMENTS

Section 9.1. Annual Budget. As provided by the declaration, the board of directors shall prepare and adopt an annual budget for the common expenses of the Association which include the expenses of the operation, maintenance, repair, replacement, or protection of the common elements and Association property, costs of carrying out the powers and duties of the Association, and any other expense, whether or not included in the foregoing designated as common expenses by Sections 617.301 through 67.312, Florida Statutes, or the governing documents. Common expenses also include hazard and liability insurance, reasonable transportation services, insurance for directors and officers, road maintenance and operation expenses, in-house communications and security services, which are reasonable related to the general benefit of the lots owners even if such expenses do not attach to the common elements or property of THE RIVER.

(a) The budget shall set out separately all fees or charges for recreation amenities.

(b) The Association shall provide a copy of the budget to unit owners or notify them in writing that a copy is available free of charge upon request.

(c) Owners exercising 25% of the votes in the Association may call a special meeting of members to consider the annual budget adopted by the Association and to adopt their own budget provided that there is a quorum at such meeting and members exercising a majority of voting interests in the



Association approve such new budget. The annual budget adopted by the Association shall remain in effect until a new annual budget has been adopted by the membership.

Section 9.2. Special Purpose Budget. In the event of an emergency, the need for capital improvements, unanticipated repairs or replacement of common elements, common property or improvements thereon, the board of directors may by resolution adopt a special purpose budget and submit such budget to members for approval. A notice of intent to adopt a special budget shall be mailed to all members explaining the nature of the special purpose budget, the necessity for a special purpose budget, and the emergency conditions, if any. A simple majority of all voting interests in the Association is necessary to approve a special purpose budget and may be obtained by limited proxies mailed to the members.

Section 9.3. Assessments. As provided in the declaration, each member is obligated to pay to the Association annual and special purpose assessments, which are secured by a continuing lien on the property against which such assessments are made. Any assessments that are not paid when due are considered delinquent. If an assessment is not paid within 30 days after the due date, the assessment bears interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. Interest, costs, and reasonable attorney fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by non-use of the common area or abandonment of the lot.

Section 9.4. The annual assessment shall be paid by the lot owner in twelve equal installments payable monthly in advance with the first monthly installment due on the first day of the period covered by the annual assessment.

Section 9.5. Notice of directors' meetings to consider the budget. The Association shall post a notice of the date, time and place of any directors meeting where the budget or special purpose budget will be considered at least 48 hours prior to such meeting except in an emergency. Members may attend but whether any member shall be recognized and allowed to address the board of directors is at the discretion of the chairman of such meeting.

Section 9.6. Uniform Rate of Assessment. Both annual and special assessments shall be fixed at a uniform rate for all lots. The amount of the assessment shall be determined by dividing the approved budget or approved amount for a special

purpose budget by the total number of lots subject to assessment. Where members exercise the requisite percentage of the voting interests in the Association have acted pursuant to Section 9.1(c) to request a special meeting to consider the budget, the approved budget until determined otherwise by the requisite percentage of voting interests in the Association at the special meeting of members shall be the budget adopted by the board of directors. Lots owned by the developer upon which no certificate of occupancy has been issued shall not be subject to assessment provided however developer shall be required to pay any shortage in the annual budget.

Section 9.7. Commencement and collection of annual assessments. The annual assessments provided for herein shall commence as to all lots for which certificates of occupancy have been issued by the City of Fort Myers on the date of the conveyance of the first lot to an owner other than Declarant or a successor Declarant. Thereafter assessments shall accrue on each lot from the date the certificate of occupancy is issued on that lot. The first annual assessment shall be adjusted according to the number of months remaining in the calendar year. The board of directors shall fix the amount of the annual assessment against each lot and shall fix the date such amounts become due. Notice of the annual assessments shall be sent to every owner subject thereto. The Association shall, on demand and for a reasonable charge, furnish a certificate signed by an officer of the Association, setting forth whether the assessment against a specific lot has been paid.

Section 9.8. Effect of nonpayment of assessments; remedies of the Association. Any assessment not paid within thirty days after the due date shall be deemed in default and shall bear interest from the due date at the rate of twelve percent (12%) per annum or if higher, the rate set by the State of Florida Controller for judgments for that year. The Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. No owner may waive or otherwise escape liability for the assessments provided herein by non-use of the common area or abandonment of the owner's lot. The lien for assessments shall also secure reasonable costs of collection, reasonable attorney's fees and costs of court and recording fees plus interest on all amount so secured.

#### ARTICLE X RULES AND REGULATIONS

1. Each lot shall be used as a residence for a single family and for no other purpose.

2. No business or commercial enterprise of any kind shall be conducted on any lot or in any residence except the business of Declarant and the transferees of Declarant in developing all of the lots.

3. No noxious or offensive activity shall be carried on in or on any lot with the exception of the business of Declarant and the transferees of Declarant in developing all of the lots.

4. No sign of any kind shall be displayed to public view on a lot or common area without the prior written consent of the Association except for customary name plates and a sign not more than five (5) square feet in size advertising a property for sale or rent.

5. No owner shall permit anything to be done or kept on a lot or any common area that would violate any law or that could result in the cancellation or increase of the insurance premium of an insurance policy insuring any residence or common property.

6. No animals, livestock, or poultry of any kind shall be raised, bred, or kept on any lot or on any common area. However, dogs, cats, and other household pets may be kept on lots subjects to such rules and regulations as may be adopted by the Association, so long as they are not kept, bred, or maintained for commercial purposes.

7. No rubbish, trash, garbage, or other waste material shall be kept or permitted on any lot except in sanitary containers located in appropriate areas concealed from public view. Rubbish, trash, garbage or other waste material shall be bagged before being placed in the appropriate receptacles at designated locations. Recyclables shall be separated into the appropriate designated containers when provided.

8. No fence, hedge, wall, or other dividing instrumentality shall be constructed or maintained on any lot or common area except those constructed by Declarant and any successor to Declarant in accordance with existing architectural plans or by the Association.

9. No outbuilding, basement, tent, shack, garage, trailer, shed, or temporary building of any kind shall be used as a residence either temporarily or permanently.

10. Nothing shall be altered in, constructed on, or removed from any common area except with the prior written consent of the Association.

11. No lot owner or tenant shall change the color scheme or otherwise alter the exterior appearance of a townhouse.

**ARTICLE XI  
BOOKS AND RECORDS; INSPECTION**

The books, records, papers of the Association shall be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and by laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

**ARTICLE XII  
FISCAL YEAR**

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31 of the year of incorporation.

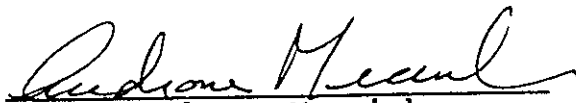
**ARTICLE XIII  
AMENDMENTS**

These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by limited proxy except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while a Class B membership exists.

**ARTICLE XIV  
CONFLICTS**

In the case of any conflict between the articles of incorporation and these bylaws, the article shall control; in the case of any conflict between the declaration and these bylaws, the declaration shall control.

Adopted by the board of directors this 28<sup>th</sup> day of January, 1997.

  
Audrone Messick  
Secretary

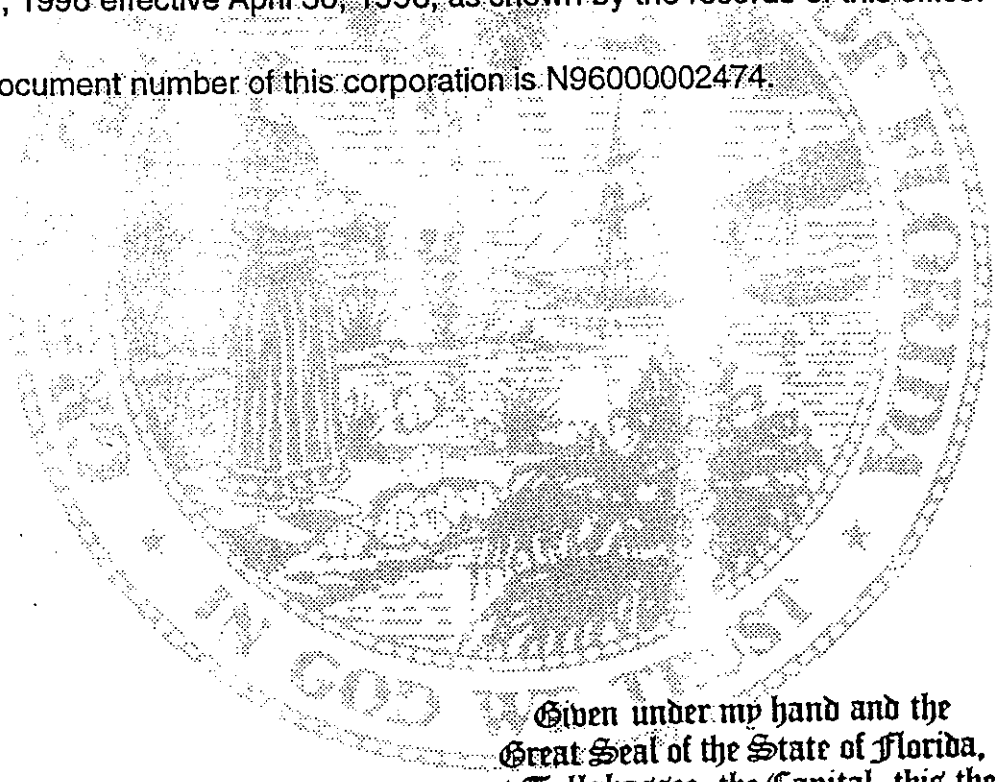
# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE RIVER TOWNHOUSE ASSOCIATION, INC., a Florida corporation, filed on May 3, 1996 effective April 30, 1996, as shown by the records of this office.

The document number of this corporation is N96000002474.



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Ninth day of May, 1996



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State