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BY-LAWS

OF

CATALINA PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is CATALINA PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 324 Royal Palm Way, Suite 215, Palm Beach, Florida 33480, 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

The definitions of words as defined in the Declaration of Restrictions for Catalina at Lakes of Laguna, as recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III

MEETING OF MEMBERS

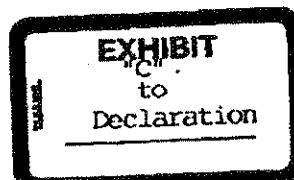
Section 1. Annual Meetings. The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, or upon written request of the members who are entitled to vote at least ten percent (10%) of the voting interests of the Association. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

Section 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 and not more than sixty (60) days before such meeting (provided, however, in the case of an emergency, two (2) days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of

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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, at least thirty percent (30%) of the total voting interests of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If a quorum has been attained, the vote of Members, present in person or by proxy, entitled to vote at least a majority of the voting interests of the Association shall be binding upon all members for all purposes, except as otherwise provided by law, the Declaration, the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, said meeting may be adjourned to a different date, time or place if the same is announced at that meeting before an adjournment is taken, or notice must be given of the new date, time or place pursuant to F.S. 617.303(2). Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed under F.S. 617.0707, notice of the adjourned meeting must be given to persons who are entitled to vote and are Members as of the new record date but were not Members as of the previous record date.

Section 5. Proxies. The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expire 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 6. Recording. Any Parcel Owner may tape record or videotape meetings of the Members. The Board of Directors of the Association may adopt reasonable rules governing the taping of meetings of the membership.

Section 7. Minutes of Meetings. Minutes of meetings of the Members of the Association must be maintained in written form or in another form that can be converted into written form within a reasonable time.

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ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Management of Association. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons who need not be Members of the Association. The first Board shall consist of three (3) members; thereafter, the number of the Directors may be increased to a maximum of seven (7), by a majority vote of the Board of Directors.

Section 2. First Board. The First Board shall consist of three (3) persons as designated by Declarant, and they shall serve until their successors are appointed or elected as hereinafter set forth. Declarant-designated members to the Board may, in the absolute discretion of Declarant, be removed and replaced with any such person or persons as determined by Declarant. Such removal and replacement shall be accomplished by written notice from Declarant to the Board of Directors.

Section 3. Election by Members other than Declarant. Members other than Declarant are entitled to elect a majority of the members of the Board of Directors of the Association when the earlier of one of the following events occurs (for the purposes of this Section, the term "Members other than Declarant" shall not include builders, contractors or others who purchase a Parcel for the purpose of constructing improvements thereon for resale):

a. three (3) months after 75% of the Parcels that will ultimately be operated by the Association have been conveyed to Owners;

b. five (5) years following the conveyance of the first Parcel to an Owner; or

c. such earlier date as Declarant may determine.

Section 4. Declarant's Right to Elect. The Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Parcels. After the Declarant relinquishes control of the Association, the Declarant may exercise the voting interests attributable to Parcels owned by Declarant in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

Section 5. Term of Office. Directors shall be elected for one (1) year terms, and shall serve until their successors are duly

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elected or appointed. Election of Directors shall be held at or in conjunction with the annual meeting.

Section 6. Removal. Directors who are elected by Members, other than Declarant, may be removed from the Board, with or without cause, by Members, other than Declarant, who are entitled to vote a majority of the voting interests of such Members of the Association. In the event of death, resignation or removal of a Director elected by Members other than Declarant, his successor shall be selected by the remaining Directors who have been elected by Members, other than Declarant, and such person selected shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall receive compensation for any service he may render to the Association in such capacity. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors by Members, other than Declarant, shall be conducted as follows:

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 election meeting, and a Member may nominate himself at such 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 at least sixty (60) days prior to each annual meeting of the members to serve until the close of that 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 of the Board of Directors shall be by secret written ballot, unless unanimously waived by all members present. 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.

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ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, 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 Meetings. 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 then in office 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.

Section 4. Open Meetings. Pursuant to F.S. 617.303, a meeting of the Board of Directors of the Association occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board must be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. Any Parcel Owner may tape record or videotape meetings of the Board of Directors. The Board of Directors may adopt reasonable rules governing the taping of meetings of the Board.

Section 5. Notice. Pursuant to F.S. 617.303, notices of all Board meetings must be posted in a conspicuous place on the Common Area at least 48 hours in advance of a meeting, except in an emergency; in the alternative, as so determined by the Board, notice of each Board meeting may be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency. Assessments may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments.

Section 6. Voting. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers.

Section 7. Minutes. Minutes of all meetings of the Board of Directors must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon by each

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Director present at a Board meeting must be recorded in the minutes.

Section 8. Action by Directors Without a Meeting. Pursuant to the provisions of Section 617.0821, Florida Statutes, action by the Board of Directors may be taken without a meeting if the action is taken by all Members of the Board, evidenced by one or more written consents describing the action taken and signed by each Director. Such an action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section have the effect of a meeting vote and may be described as such in any document.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish procedures for the imposition of penalties, including fines and suspension pursuant to Article XII hereof;

(b) Exercise for the Association all powers, duties and authority vested in or delegated to the Association, including all powers, which may be exercised by corporations not-for-profit pursuant to Chapter 617, Florida Statutes, and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(c) Declare the office of a member of the Board of Directors (except the first Board) to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties and delegate any or all of the delegable duties and functions of the Association and/or its officers.

Section 2. Duties. It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

(a) Cause to be kept a record of its acts and corporate affairs, as required by Section 617.303, Florida Corporation Not-for-Profit Act, and to present a report or reports

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thereof to the members at the annual meeting of the members, including a financial report;

(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 determine the amount of the various assessments against each Parcel and send notice to every Owner as set forth in the Declaration;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an 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 such insurance as required by the Declaration, and such other insurance as deemed appropriate or necessary;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as determined by the Board;

(g) Perform all other duties and responsibilities as provided in the Declaration, the Articles of Incorporation or these By-Laws;

(h) To perform all duties and obligations required pursuant to the Master Documents.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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.

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.

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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 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:

PRESIDENT

The President shall preside at all meetings of the members and Board of Directors; shall have all the powers and duties which are usually vested in the office of the President of a corporation not-for-profit and shall see that orders and resolutions of the Board are carried out.

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.

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 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.

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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 account; 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.

Section 9. Compensation. No officer shall receive compensation for any service he may render to the Association in such capacity. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IX

COMMITTEES

The Board of Directors shall fill any vacancies on the Architectural Control Committee for a term as the Board determines, as provided in the Declaration, and appoint a Nominating Committee and Covenants Enforcement Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as it deems appropriate in carrying out its purposes. *

Pursuant to the provisions of F.S. 617.303(2), the meetings of any Committee shall comply with the provisions of 617.303(2) including, but not limited to, the following: A meeting occurs whenever a quorum of the Committee gathers to conduct Association business. All meetings must be opened to all Members of the Association except for meetings between the Committee and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be covered by the attorney-client privilege. Notice of all Committee meetings must be posted in a conspicuous place on the Common Area at least 48 hours in advance of a meeting, except in an emergency; in the alternative, if notice is not posted in a conspicuous place, notice of each meeting must be mailed or delivered to each Member of the Association at least seven days before the meeting, except in an emergency. *

ARTICLE X

BOOKS AND RECORDS

The Association shall maintain the specific items set forth in Florida Statute 617.303(4), constituting the "Official Records" of the Association for such periods of time as therein set forth.

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Inspection and copying of the Official Records of the Association shall be permitted pursuant to the provisions of 617.303(5). The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased, by such member, at a reasonable cost.

** See legislative Chgs. 2004 - (see "Leg. Chg." included herewith)*

ARTICLE XI

FINANCIAL REPORTING

The Association shall prepare and distribute financial information pursuant to the provisions of Florida Statute 617.303(7). The annual financial report shall either be prepared within 60 days after the close of the fiscal year and shall either be provided to each Member, or notice shall be provided that the same is available, within ten business days after such 60 day period.

** Legislative Change 2004 - (see "Leg. Chg." included herewith)*

ARTICLE XII

FINES AND SUSPENSIONS

Section 1. Statutory Authority. As permitted under the provisions of Florida Statute 617.305(2), the Association may suspend, for a reasonable period of time, the rights of a Member or a Member's tenants, guests or invitees, or both, to use Common Areas and facilities, and may levy reasonable fines, not to exceed \$50.00 per violation, against any Member or any tenant, guest or invitee. Each day a violation continues may be deemed a separate violation, as so determined by the committee hereinbelow referenced.

Section 2. Notice and Hearing. A fine or suspension may not be imposed without notice of at least 14 days to the person sought to be fined or suspended and an opportunity for a hearing before a committee (Covenants Enforcement Committee) of at least three members appointed by the Board of Directors who are not officers, directors, or employees of the Association, nor the spouse, parent, child, brother or sister of an officer, director, or employee. If the committee by majority vote does not approve a proposed fine or suspension, it may not be imposed.

Section 3. Not Apply for Failure to Pay Assessments. The provisions of this Article XII may not be imposed upon any Member because of the failure of the Member to pay assessments or other charges when due.

Section 4. Shall Not Impair Ingress or Egress. Suspension of Common Area use rights shall not impair the right of an Owner or

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DOROTHY H. WILKEN, CLERK PB COUNTY, FL

tenant of a Parcel to have vehicular or pedestrian ingress to and egress from the Parcel including, but not limited to, the right to park.

Section 5. May Not Suspend Voting Rights. Pursuant to F.S. 617.305, a Member's voting rights shall not be suspended by the Association under the provisions hereof.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: CATALINA PROPERTY OWNERS ASSOCIATION, INC., a Corporation Not For Profit, 1997.

ARTICLE XIV

AMENDMENTS

Section 1. Until such time as Class B membership ceases, these By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors; and thereafter at a regular or special meeting of the members, by members entitled to vote fifty percent (50%) of the voting interests of the Association.

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

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the foregoing were adopted as the By-Laws of CATALINA PROPERTY OWNERS ASSOCIATION, INC. this 6th day of August, 1997

Donna M. Saccone
Secretary