

Bylaws of Ultimate Ski Lake Homeowners Association, Inc.

BYLAWS OF ULTIMATE SKI LAKE HOMEOWNERS ASSOCIATION, INC. 1. GENERAL These are the Bylaws of ULTIMATE SKI LAKE HOMEOWNERS ASSOCIATION, Inc., a corporation not for profit incorporated under the laws of the State of Florida, organized for the purpose of operating that certain community known as ULTIMATE SKI LAKE, located in Lee County, Florida. 1.1 Name. The name of this corporation is ULTIMATE SKI LAKE HOMEOWNERS ASSOCIATION, INC. (the "Association"). 1.2 Principal Office. The principal office of the Association shall be at 5180 Harborage Drive, Ft. Myers, FL 33908, or such other place as shall be determined by the Board of Directors. All books and records of the Association shall be kept in Collier County, Florida. 1.3 Fiscal Year. The fiscal year of the Association shall be the calendar year. 1.4 Seal. The seal of the Association shall be inscribed with the name of the Association, the year of its organization, and the words 'Florida' and 'not for profit.' The seal may be used by causing it, or a facsimile of it, to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required. 2. DEFINITIONS When used in these Bylaws, the terms herein shall have the same definition and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions for ULTIMATE SKI LAKE, as recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary or unless the context requires otherwise. 3. MEMBERSHIP AND VOTING RIGHTS 3.1 Qualifications. All Owners in ULTIMATE SKI LAKE shall be Members of the Association. All Owners shall automatically be a Member of the Association upon the recording of the document evidencing the Owner's fee simple title to a Lot in the Public Records of Lee County, Florida. The Association shall have two (2) classes or membership, as described in the following subsections. 3.2 Class A Membership. Class A Members shall consist of all Owners of Lots within ULTIMATE SKI LAKE other than the Class B Member. Upon Turnover, Class A Members shall be entitled to elect a majority or the Members of the Board of Directors of the Association. 3.3 Class B Membership. The Class B Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class B Membership shall terminate upon Turnover, and be converted to Class A membership. Until Turnover, or until the Declarant earlier terminates this Class B membership, the Class B Member shall be entitled to elect all Members of the Board of Directors of the Association. Thereafter, the Declarant shall be entitled to elect at least one (1) Member of the Board as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) percent of the Lots in all phases of the Community. 3.4 Voting Rights. Each Class A Member of the Association shall be entitled to one (1) vote for each Lot owned by the Member provided that there shall only be one vote cast per lot owned. The Class B Member shall be entitled to 3 votes in the Association for each one Class A vote. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and these Bylaws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot shall notify the secretary of the Association, in writing, prior to any meeting in which the vote for the Lot is to be exercised of the name of the person who is authorized to exercise the vote for such lot, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the Owner in a written instrument provided to the secretary, subject to the laws of the State of Florida. 3.5 Restraint Upon Assignment of Shares in

Assets. The interest of any Member in any part of the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to that Owner's Lot.

4. MEMBERS' MEETINGS

4.1 Annual Members' Meetings. The annual meeting of the Members shall be held at such time and date in February of each year, as selected by the Board of Directors, to be held at the principal office of the Association or at such other place in Lee County or Collier County, Florida, as may be set forth in the notice of said meeting. If the date fixed for the annual meeting is a legal holiday, said meeting shall be held on the next succeeding business day thereafter. 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 may conduct such other business as may be authorized to be transacted by the Members.

4.2 Special Members' Meetings. Special meetings of the Members shall be held at such place, day and time as may be set forth in the notice of said meeting and may be called by the President, or in the President's absence by the Vice President, by a majority of the Board of Directors, or by Members representing at least thirty percent (30%) of the Voting Rights. The business conducted at such special meeting shall be limited to that stated in the notice of meeting.

4.3 Notice of Members' Meetings. Notice of the annual Members' meeting stating the place, day, and time of the meeting shall be given by the President, Vice President or Secretary. Such notice shall be given to each Member not less than fourteen (14) days, nor more than sixty (60) days prior to the date set forth for such meeting, which notice shall be mailed (by first class mail. If mailed, such notice shall be deemed properly delivered when deposited in the United States mail, addressed to the Member at their post office address as it appears on the records of the Association, with postage thereon prepaid. Proof of such mailing shall be given by affidavit of the person giving the notice. Any Member may, by a written statement signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of proper notice to such Member. The date on which notice of the annual Members' meeting is mailed shall be the record date for determining which Members are entitled to receive notice of, and to vote at, the annual Members' meeting. This determination of Members shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting. The President or Vice President (in the President's absence) shall preside at all annual or special meetings of the membership. In the absence of both persons, the Board of Directors shall select a chairperson. Any statutory right to waive notice of a Members' meeting or to take action without a meeting shall be permitted under these Bylaws.

4.4 Quorum. A quorum for Members' meetings shall consist of thirty percent (30%) of all votes in the Association, represented in person or by proxy. The acts approved by the affirmative consent of a majority of votes represented at a meeting at which a quorum is present shall constitute the acts of the Members, except where approval by a greater number of Members is required by the Declaration, the Articles of Incorporation, these Bylaws or Florida law. After a quorum has been established at a Members' meeting, the subsequent withdrawal of a Member, so as to reduce the number votes at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. The execution by any Member of a copy of the minutes shall constitute the presence of such Member for the purpose of determining a quorum and for the further purpose of validating all of the actions taken at such meeting, unless otherwise prohibited under Florida law.

4.5 Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing and shall be filed with the secretary no later than twenty four (24) hours prior to the time of the meeting and entered of record in the minutes of

said meeting. No proxy shall be valid unless it specifically sets forth the name of the Member voting by proxy, the name of the person authorized to vote the proxy, the number of votes to which the proxy applies, the date the proxy was given and is executed by all Owners of the subject Lot. If the proxy is a limited proxy it shall set forth the items that the holder of the proxy may vote and the manner in which the vote is to be cast. If a proxy expressly provides, any proxy holder may appoint, in writing, a substitute to act in the proxy's place. A substitution is not authorized if such provision is not made. Each proxy shall contain the date, time and place of the meeting for which the proxy is given, and shall be valid only for that meeting and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Each proxy shall be revocable at any time at the pleasure of the Owner(s) executing it (subject to §720.306, Florida Statutes.); however, in order for such revocation to be effective, written notice thereof shall be given to the secretary of the Association.

4.6 Action by Members Without Meeting. 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 entitled to vote.

4.7 Order of Business. The order of business at all meetings of the Members of the Association, where applicable, shall be as follows: a. Election of the chairperson of the meeting, if required. b. Call of the roll and certifying of a quorum. c. Proof of notice of meeting or waiver of notice. d. Reading or waiver of reading of any unapproved minutes. e. Reports or waiver of reports of officers. f. Reports or waiver of reports of committees. g. Election or waiver of inspectors of election. h. Election of directors. i. Unfinished business. j. New business. k. Adjournment.

5. DIRECTORS

5.1 Number of Directors and Terms of Service. The business affairs of the Association shall be managed by a Board of Directors who shall be elected by the Member(s). Said Board of Directors shall consist of at least three (3) and not more than (7) persons of legal age. Except for directors appointed by the Declarant, directors must be Members of the Association. The original Members of the Board of Directors shall be those persons set forth in the Articles of Incorporation. The original Members of the Board of Directors shall serve at the pleasure of the Declarant and may be removed and replaced by Declarant at its sole option and discretion. Following Turnover, directors shall be elected annually by the Members at the annual Members' meeting, and such Directors shall serve until their successors are duly elected and qualified, until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs. The procedure for electing directors by the Members shall be as follows: a. A nominating committee of Members may be appointed by the Board of Directors not less than sixty (60) days prior to the annual Members' meeting. The committee shall nominate one (1) person for each director then serving or to serve. Other nominations may be made from the floor. b. The election shall be by a plurality of the votes cast in person or by proxy, with each person voting being entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

5.2 Vacancies on the Board. In the event of a vacancy occurring in the Board of Directors for any reason whatsoever, the remaining Directors shall elect a person to serve as director for the unexpired portion of the term of the former director.

5.3 Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of at least two thirds (2/3) of the total voting Members at a special meeting of the Members called for that purpose. Any director appointed by the Declarant may be removed and replaced only by the Declarant.

5.4 Compensation. No compensation shall be paid to the 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 Association 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 officer, employees, agents or attorneys for services rendered to the Association.

5.5 Initial Meeting. The first meeting of a newly elected 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.

5.6 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Board of Directors. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or facsimile, at least three (3) days prior to the day named for such meeting. The directors may establish a schedule of regular meetings and no notice shall be required to be given to directors as to such regular meetings once said schedule has been adopted and delivered to all directors.

5.7 Special Meetings. Special meetings of the Board of Directors may be called by the President upon three (3) days' notice to each director, given personally or by mail, telephone or facsimile, which notice shall state the time, place 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 upon the written request of at least two (2) Members of the Board of Directors.

5.8 Waiver of Notice. Before, at, or after any meeting of the Board of Directors, said directors may, in writing, waive notice of said meeting and such waiver shall be deemed equivalent to the giving of proper notice. Attendance by a director at any meeting of the Board shall be a waiver of any lack of notice thereof. Any statutory right to waive notice of a Members' meeting or to take action without a meeting shall be permitted under these Bylaws.

5.9 Quorum. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where approval by a greater number or directors is required by the Declaration, the Articles of incorporation or these Bylaws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present shall be able to adjourn the meeting from time to time. The President of the Association, or in the President's absence, the Vice President or, in the absence of both, any director designated by the directors, shall be the presiding officer at all meetings of the Board of Directors. If neither is present, the presiding officer shall be selected by majority vote of the directors present.

5.10 Meetings Open to Members. All meetings of the Board of Directors shall 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. Notices of all meetings of the Board of Directors shall be posted on the property in a conspicuous location continuing for 48 hours prior to the meeting.

5.11 Order of Business. The order of business at a directors' meeting, if applicable, shall be: a. Election of Chairperson of the meeting, if required. b. Calling of the roll. c. Proof of due notice of meeting. d. Reading or waiver of reading and disposal of any unapproved minutes. e. Reports or waiver of reports of officers and committees. f. Election of officers. g. Unfinished business. h. New business. i. Adjournment.

5.12 Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the Declaration, the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors or its managing agents, subject only to approval by the Members of the Association when such is specifically required. The Board of Directors shall have all of the powers vested under common law and under Chapter 607, 617 and

720, Florida Statutes (to the extent applicable), together with any powers granted to it pursuant to the terms of these Bylaws, the Articles of Incorporation of the Association, and the Declaration. Such powers shall include but not be limited to the following: a. To manage, operate, and administer this Association and its interests. b. To make and collect Assessments from Members for the purposes of carrying out the Association's obligations and duties pursuant to and subject to the Declaration. c. To maintain, construct, improve, repair and replace the Association's Property and interests, or the property for which the Association has such responsibility. d. To hire and dismiss any personnel regarding the maintenance, operation, and administration of the Association's property and interests, or the property for which the Association has such responsibility. e. To make, amend, and publish rules and regulations with respect to the use of the property operated, maintained, administered, and/or owned or leased by the Association, and establish and impose penalties and sanctions for any infractions thereof. f. To carry and pay the premium for such insurance as may be required for the protection of the Association and the Members thereof against any casualty or any liability. g. To employ a management firm at a compensation established by the Board of Directors and to delegate to such management firm such powers and duties as the Board shall authorize except those as are specifically required to be exercised by the Board of Directors or the membership. h. To enforce and exercise by legal means the provisions of the Declaration, these Bylaws, the Articles of Incorporation of this Association and the rules and regulations of the Association. i. To pay any taxes or special assessments on any lands owned, operated, or maintained by the Association. j. To grant easements to any person with respect to properties owned by the Association, and to lease to any person properties owned by the Association. k. To do all things that the Declaration contemplates or infers to be handled by the Association.

6. OFFICERS

6.1 Officers and Elections. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected annually by the Board of Directors. Any person may hold two or more offices. The Board, may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association. If the Board so determines, there may be more than one Vice President. The officers of the Association shall be elected annually by the Board at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed or until they resign, whichever first occurs.

6.2 Removal of Directors. By an affirmative vote of the majority of the Members of the Board of Director(s), any officer may be removed, either with or without cause, and his or her successor elected by an affirmative vote of the majority of the Board of Directors at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

6.3 President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members and of the Board of Directors. He or she 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 to appoint committees among the Members from time to time as the President may deem appropriate to assist in the conduct of the affairs of the Association.

6.4 Vice President. The Vice President shall perform all of the duties of the President in the President's absence and shall assist the President and exercise such other duties as may be required of him or her from time to time by the Board of Directors.

6.5 Secretary. The Secretary shall process all membership applications, issue notices of all meetings of the Board of Directors and meetings of the membership, and shall attend and keep minutes of the same. The Secretary shall have charge of all corporate books, records and papers, except those of the Treasurer. He or she shall be

custodian of the corporate seal. The Secretary shall have the authority to attest, with his or her signature and press of the Association seal, all contracts or other documents required to be signed on behalf of the Association and shall perform all other such duties as are incident to the office. The duties of an assistant secretary, if an assistant secretary is elected, shall be the same as those of the Secretary in the absence of the Secretary. 6.6 Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The duties of an assistant treasurer, if an assistant treasurer is elected, shall be the same as those of the Treasurer in the absence of the Treasurer. 6.7 Vacancies. Any vacancy in the office of President, Vice President, Treasurer or Secretary, or any other office, may be filled by the Board of Directors who may elect a successor to the vacant office at any regular or special meeting, and such successor shall hold office for the balance of the unexpired term. 7. FINANCIAL MATTERS 7.1 Accounts. The funds of the Association shall be deposited in such banks or depositories as may be determined by Board of Directors from time to time upon resolutions approved by the Board of Directors, and shall be withdrawn only upon checks and demands for monies signed by such officer or officers of the Association or other person as may be designated by the Board of Directors. 7.2 Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year; provided, however, that the Board of Directors is expressly authorized to change to a different fiscal year at such time as the Board of Directors may deem advisable. 7.3 Financial Reporting. The Board of Directors shall prepare an annual financial report within sixty (60) days after the close of the fiscal year and provide each member with a copy of the report. Written notice that a copy of the financial report is available upon request at no charge to the Member. The financial report must consist of either: a. Financial statements presented in conformity with generally accepted accounting principles; or b. A financial report of actual receipts and expenditures, cash basis, which report must show: (1) The amount of receipts and expenditures by classification; (2) The beginning and ending cash balances of the Association. 7.4 Roster and Estoppel Letters. The Board of Directors of the Association shall maintain an assessment roll in a set of accounting books in which there shall be an account for each Lot. Each account shall designate the name and address of the Member(s), the amount of each assessment against the Member(s), the dates and amounts in which the assessments become due, the amounts paid upon the account, and the balance due upon the assessments. The Secretary of the Association shall maintain a register in the Association office showing the names and addresses of Members. It shall be the obligation of the individual Members to advise the Secretary of the Association of any change of address, or of any change of ownership. The Association, for purposes of notification, shall have the right to rely upon the last given address of each of the Members as set forth in said register. The Board of Directors shall issue, or cause to be issued, upon demand by a Member, a certificate representing the status of assessments pertaining to said Member. A reasonable charge may be charged by the Association for the issuance of said certificate. 7.5 Regular Assessments. Regular Assessments against the Members shall be made for the fiscal year annually in advance on or before the 20th day of the month preceding the first month of the fiscal year for which the assessments are made, or on a monthly, quarterly, or semiannual basis, whichever is deemed appropriate by the Board of Directors for a particular year. Such assessments shall be due and payable as directed by the Board of Directors. If an annual budget is not made as required, the assessment(s) shall be

presumed to be in the same amount(s) as the last prior fiscal year until changed by an amended assessment. All Assessments paid by Members of the Association shall be utilized by the Association for the purposes enumerated in the Declaration, the Articles of Incorporation and/or these Bylaws. 7.6 Budget. The Board of Directors shall adopt an annual budget on or before December 15th each year for the following calendar year, which budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications, and shall contain estimates of the cost of operating and maintaining the Association. 7.7 Fidelity Bond. The Board of Directors may, at its option, require that a fidelity bond be obtained for all officers and employees of the Association handling or responsible for Association funds. The amount of such bond shall be determined by the Board of Directors and the premium on such bond shall be paid by the Association as an item or general expense. 7.8 Member's Liability. Termination of membership in the corporation shall not relieve or release any such former Member from any liabilities or obligations incurred under or in any way connected with the Association during the period or an Owner's membership, or impair any rights against such former Member arising out of, or in any way connected with, such membership and the covenants and obligations incident thereto. 8. RULES AND REGULATIONS The Board of Directors shall have the authority to adopt reasonable rules and regulations governing the use and operation of the Common Areas. Such rules and regulations shall not conflict with the terms of the Declaration. Copies of such rules and regulations shall be delivered to an Owner upon written request to the Association. 9. AMENDMENTS These Bylaws may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a majority vote of all Members, subject to the following restrictions: a. As long as the Declarant is a Class B Member, each amendment of these Bylaws must first be approved in writing by the Declarant. b. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in the Member under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument. c. No amendment shall conflict with the Declaration or the Articles of Incorporation of the Association. THE FOREGOING WERE DULY APPROVED AS THE BYLAWS OF ULTIMATE SKI LAKE HOMEOWNERS ASSOCIATION, INC., A FLORIDA CORPORATION NOT FOR PROFIT, AT THE FIRST MEETING OF THE BOARD OF DIRECTORS. Ruth Ann McBride, as Secretary