

**AMENDED AND RESTATED BYLAWS OF
PINEY-Z PLANTATION HOMEOWNERS ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION
AS OF April 23, 2003**

ARTICLE I - NAME AND LOCATION

The name of the corporation is PINEY-Z PLANTATION HOMEOWNERS ASSOCIATION, INC. The principal office of the corporation shall be located at 950 Piney Z Plantation Road, Tallahassee, Florida, 32311, 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 1. "**Association**" shall mean and refer to PINEY-Z PLANTATION HOMEOWNERS ASSOCIATION, INC., a Florida limited partnership, its successors and assigns.

Section 2. "**Common Area**" shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. "**Declarant**" shall mean and refer to Piney-Z, Ltd., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 4. "**Declaration**" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the subdivisions and recorded on November 30, 1998 in the Official Records of Leon County, Florida, in Book 2193, at Page 533, and all amendments and additions thereto.

Section 5. "**Lot**" shall mean any plot of land shown on the recorded subdivisions plat with the exception of the common area and parts marked "not included".

Section 6. "**Member**" shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

Section 7. "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for performance of an obligation.

Section 8. "**Subdivision**" shall mean and refer to those certain tracts of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

Section 9. "**Bylaws**" shall mean these Bylaws of the Association

ARTICLE III - MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** The annual meetings of members of the Association shall be held in the month of July of each year on a date and at a time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or an written request of members who are entitled to vote one-fourth of all votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty days (30) 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 of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes 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 entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the owner of a lot.

ARTICLE IV - BOARD OF DIRECTORS
TERM OF OFFICE; FIRST ELECTION; REMOVAL

Section 1. Number. The affairs of the Association shall be managed by a board of five (5) directors, all of whom shall be members of the Association.

Section 2. Term of Office. Members of the Board of Directors shall serve two (2) year terms. The number of directors shall be divided into two (2) classes, the numbers of which shall be as nearly equal as possible. The terms of directors of each class shall be staggered.

Section 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 successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor.

Section 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 1. Nomination. Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the board of directors, and two or more members of the association. The committee shall be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting

until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. **Election.** Election to the board of directors shall be by secret written ballot. 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. Persons receiving the largest number of votes shall be elected. Cumulative voting is permitted, provided that any member who intends to cumulate votes must give written notice of such intention to the secretary of the association on or before the day preceding the election at which such member intends to cumulate votes.

ARTICLE VI - BOARD OF DIRECTORS - MEETINGS

Section 1. **Regular Meetings.** Regular meetings of the board of directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that 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 directors, after not less than three (3) days, notice to each director.

Section 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.

ARTICLE VII - BOARD OF DIRECTORS - POWERS AND DUTIES

Section 1. **Powers.** The board of directors shall have power to:

(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 thirty (30) days, for infraction of published rules and regulations;

(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 (3) 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;

(f) Consistently with Florida law, to suspend for a reasonable period of time the rights of a member or member's tenants, guests, or invitees, or both, to use common areas and facilities for violations of the Declarations of Covenants, Conditions and Restrictions of Piney Z (all phases), the Articles, the bylaws or rules of the Association.

(g) Consistently with Florida law, to levy reasonable fines against any member or any tenant, guest or invitee for violations of the Declarations of Covenants, Conditions and Restrictions of Piney Z (all phases), the Articles, the bylaws or rules of the Association.

Section 2. Duties. It shall be the duty of the board of directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by a majority of the members entitled to vote thereat;

(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. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or 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 area to be maintained.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the association shall be-.a president, who shall at all times be a member of the board of directors, a vice president, 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 members.

Section 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 4. Special Appointments. The board may elect such other officers as the affairs in 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 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 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 7. Multiple Offices. 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:

(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 appropriate current records showing the members of the association together with their addresses; 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 of account; shall cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and 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 - COMMITTEES

The association shall appoint a nominating committee as provided in Article V of these bylaws. In addition, the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X - ASSESSMENTS

As more fully provided in the declaration, each member is obligated to pay to the association annual and special 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 thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of eighteen percent (18%) 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.

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 bylaws 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 - CORPORATE SEAL

The association shall have a seal in circular form having within its circumference the words: PINEY-Z PLANTATION HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the association shall be the October 1st through September 30th, except that the first fiscal period shall begin on the date of incorporation and shall end on September 30th of the year of the incorporation.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended, altered or rescinded by the Board of Directors of the Association.

ARTICLE XV - CONFLICTS

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

ARTICLE XVI - FHA/VA APPROVAL

As long as there is Class B membership amendment shall require approval of FHA/VA.

ARTICLE XVII - FURTHER ENFORCEMENT REMEDIES

In addition to the means for enforcement provided in the Declaration, Articles, Bylaws, or rules of this Association, or by law, the Association shall have the right to (i) levy fines, or (ii) suspend the rights of a member to use the common areas and facilities (collectively, the "Remedies") as herein provided against a party, its owner, occupant, licensee, or invitee. Fines shall not exceed \$100 per day per violation and \$5,000 in the aggregate per violation.

ARTICLE XVIII - ESTABLISHMENT OF THE COMMITTEES

Section 1. Names

(a) The Board in accordance with the Declaration and the Bylaws shall appoint an Architectural Control Committee ("ACC") of the Association.

(b) The Board in accordance to the Bylaws shall appoint the Appeals Committee of the Association ("Appeals Committee").

(c) The Board in accordance with the Bylaws shall appoint the Standards Committee of the Association ("Standards Committee").

Section 2. Specific Authority

Specific authority shall be granted to the ACC, the Appeals Committee, and the Standards Committee by, among others, the following documents as appropriate:

- (a) Section 720.305, Florida Statutes.
- (b) The Declaration.
- (c) The Articles of Incorporation of the Association.
- (d) The Bylaws.

Section 3. Members

(a) The ACC shall consist of a minimum of three (3) members and a maximum of five (5) members. All of these members shall be parcel owners and be appointed by the Board. The Board shall select one of these members to be chairperson.

(b) The Standards Committee shall consist of a minimum of (3) members and a maximum of five (5) members. All of these members shall be parcel owners and be appointed by the Board. The Board shall select one of these members to be chairperson.

(c) The Appeals Committee shall consist of five (5) members. All of these members shall be parcel owners and be appointed by the Board. The Board shall select one of these members to be chairperson. The Appeals Committee shall consist entirely of parcel owners other than members of the Board, officers, members of the ACC, members of the Standards Committee, employees of the Association, or the spouse, parent, child, brother or sister of an officer, director, member of the ACC, member of the Standards Committee, or employee of the Association.

Section 4. Terms of Service

(a) The ACC members shall serve for a two (2) year period. Their service on the committee can be extended at the end of this period for additional terms as directed by the Board.

(b) The Standards Committee members shall serve for a two (2) year period. Their service on the committee can be extended at the end of this period for additional terms as directed by the Board.

(c) The Appeals Committee members shall have the initial members serve as follows: three (3) of the members serve for a period of two (2) years and two (2) of the members serve for a period of three (3) years. After the initial members' terms expire, all members shall serve for a period of two (2) years. Their service on the Appeals Committee can be extended at the end of this period for additional terms as directed by the Board.

Section 5. Rotation of Members

(a) The ACC shall use and rotate members as directed by the chairperson.

(b) The Standards Committee shall use and rotate members as directed by the chairperson.

(c) The Appeals Committee members shall be numbered one (1) through five (5). Each month, three members will be voting members and two will be alternates. This determination of which members are voting members and which are alternates shall be chosen in a rotating method. (Example: The first month members 1, 2, and 3 shall be voting members and members 4 and 5 are alternates. The second month members 2, 3, and 4 are voting members and members 5 and 1 are alternates. This continues to rotate each month). The chairperson shall handle the administration of the rotation of members. The alternates are to be used as substitute-voting members in the meetings, in the event any of the voting members are not able to attend.

Section 6. Meeting Times

(a) The ACC shall meet as necessary under the direction of the chairperson.

(b) The Standards Committee shall meet as necessary under the direction of the chairperson.

(c) The Appeals Committee shall meet as necessary under the direction of the chairperson.

(d) Attendance of members at meetings shall be in person.

Section 7. Voting Requirements

All members of the ACC the Standards Committees and all voting members and substitute-voting members of the Appeals Committee who attending a meeting are required to vote either for or against the issue, except as noted below. Abstention from voting is not permitted, unless the lot or action of a committee member is the matter being considered by that committee.

Section 8. Removal from Duties

If the Board determines that a member of the ACC, the Appeals Committee or the Standards Committee is not adequately fulfilling the duties of his or her position, the member may be removed from the committee and replaced by a majority vote of the Board.

ARTICLE XIX - PROCEDURES FOR ENFORCEMENT

Section 1. Notification of an Alleged Violation to the Committee

(a) Any notification of an alleged violation of the Declaration prior to the final inspection being done by the ACC while the home is under construction or concerning any other modification or improvement after the home is complete is to be submitted to the chairperson of the ACC.

(b) Any notification of an alleged violation of the Declaration other than those covered under Section 1(a) above is to be submitted to the chairperson of the Standards Committee.

Section 2. Investigation of the Alleged Violation

The notification of an alleged violation stated in Section 1 above shall be investigated by a member of the ACC or the Standards Committee, as appropriate, under the direction of the chairperson to determine the following:

(a) If there is probable cause that a violation has occurred.

(b) The citation in the Association's governing documents that applies to the alleged violation.

(c) A plan of action and or penalty, if necessary, to correct the violation.

If a committee member finds that there is probable cause, he shall seek another person on the committee to concur with the finding and plan of action and/or penalty, including either or both of the Remedies. If the penalty includes a fine, it shall be deemed a proposed fine. Thereafter, the committee member shall notify the chairperson of these decisions within five (5) working days from receipt of the notice of alleged violation by the chairperson.

Section 3. Determination of Plan of Correction and/or Penalty

(a) If the violation is the first offense of a particular kind by the violating party/owner, the committee member of either the ACC or the Standards Committee, as appropriate, may issue a warning and allow a reasonable amount of time for the violation to be corrected (maximum of 30 days). It will be the responsibility of the reporting party to advise the chairperson if the violation has not been corrected by the required date of completion.

(b) If the violation is (i) not a first offense of the same kind by the violating party/owner, or (ii) a first offense of such a serious nature in the opinion of the committee member as to merit a penalty other than a warning then the committee member of either the ACC or the Standards Committee, as appropriate, can impose the Remedies within the parameters stated in the Association governing documents which the committee member deems appropriate. It will be the responsibility of the chairperson of the respective committee to see that the violation is corrected and the penalty is enforced.

Section 4. Notification of the Plan of Action and/or Penalty

It will be the responsibility of the chairperson of the committee handling the violation to notify the reporting party and the violating party/owner of the committee members' decision in writing. This notification shall be mailed both to the reporting party and the violating party/owner by regular mail, and to the violating party/owner by registered mail with a return receipt within four (4) working days of the notification by the committee member conducting the investigation to the chairperson. The notice shall state that the plan of action and/or penalty shall not be enforceable for fourteen (14) days and shall further inform the owner of the right to appeal the decision.

Section 5. Records of the Decision

It will be the responsibility of the chairperson of the committee handling the alleged violation to keep accurate records of decisions made and letters sent. These records shall be kept organized by lot and block number and by the violating party/owner's name.

ARTICLE XX - APPEAL OF DECISIONS BY ACC AND STANDARDS COMMITTEE

Section 1. Notification of Appeal

If the violating party/owner does not agree with the decision of the ACC or the Standards Committee members, he or she may make a request for an appeal hearing to the chairperson of the Appeals Committee. The request must be in writing and must be filed within fourteen (14) days after receiving notice of the action taken by the ACC or the Standards Committee. The failure to seek timely an appeal shall be deemed a waiver of the right to an appeal, in which event the plan of action and/or penalty, including a proposed fine, shall stand and be enforceable.

Section 2. Suspension of Penalty

If written request is made before the date given by the ACC or the Standards Committee member to correct the violation, then the enforcement of the plan of action and/or penalty for the infraction will be suspended until after the appeal hearing.

Section 3. Date and Notice of the Appeal Hearing

The chairperson of the Appeals Committee shall set a date for the appeal hearing and send written notice of this appeal hearing date to the violating party/owner at least fourteen (14) days prior to the date of the hearing by prepaid U. S. Mail, return receipt requested.

Section 4. Procedure of the Appeal Hearing

The appeal hearing will be conducted before the Appeals Committee. First, the records of the decision of the ACC or the Standards Committee member will be presented to all parties in the meeting. Then, the violating party/owner will be able to state the owner's position, following which the ACC or Standards Committee representative(s) shall make a presentation. Questions by the Appeals Committee members may be directed to the members of the ACC or the Standards Committee present, to the violating party/owner, or any other person present. The Appeals Committee may receive evidence and written or oral argument. Any party may be represented by counsel and the proceedings may be audio or video recorded.

Section 5. Decision of the Appeals Committee

The Appeals Committee may act on the appeal by (i) sustaining the action taken by the ACC or Standards Committee, as appropriate, (ii) modifying the plan of action and/or penalty or (iii) rejecting in whole the plan or action or penalty; provided, however, the Appeals Committee may not increase any proposed fine. The decision of the Appeals Committee will be made by a majority vote of the members present. If the decision of the Appeals Committee is to uphold the penalty for the violation, the appeals committee will advise the violating party of a new date to have the violation corrected and this date shall allow at least three (3) days and not more than ten (10) days (unless extraordinary circumstances exist) after the decision for compliance. Verification that the violation has been corrected and/or that the penalty has been enforced will be the responsibility of the chairperson of the Appeals Committee.

Section 6. Records of the Appeal Hearing

It will be the responsibility of the chairperson of the Appeals Committee to keep accurate records of decisions. These records shall be kept organized by lot and block number and by the owner's name. A copy of these records will be given to the chairperson of the ACC or the Standards Committee that handled the violation.

Section 7. Responsibility for Notification of Noncompliance

(a) Should the violating party/owner not comply with the penalty decided by the ACC or the Standards Committee, as appropriate, it will be the responsibility of the chairperson of that committee to notify the Board of such action. The chairperson shall also make a recommendation to the Board as to what action should be taken.

(b) Should the violating party/owner not comply with the decision of the Appeals Committee, it will be the responsibility of the chairperson of the Appeals Committee to notify the Board of such action. The chairperson of the Appeals Committee shall also make a recommendation to the Board as to what action should be taken.

Section 8. - **Enforcement**

It will be the responsibility of the Board to take whatever action necessary to see that the plan of action and/or penalty is enforced and the violation is corrected.

Section 9. **Other Remedies**

Nothing herein shall be construed as a prohibition of, or limitation on, the right of the Board or members to pursue other means to enforce the provisions of the various Association governing documents including, but not limited to, mediation, arbitration, or legal action for damages and/or injunctive relief.

Section 10. **Limitation on Suspension**

The suspension of common area use rights shall not impair the right of an owner or tenant of a parcel to have vehicular or pedestrian ingress to and egress from a parcel, including, but not limited to the right to park.

Section 11. **Membership Privileges**

The requirements and procedures of Articles XIX and XX of these Bylaws do not apply to the imposition of suspensions of membership privileges upon any member because of the failure of the member to pay assessments or other charges when due.

ADOPTED this 23rd day of April, 2003.

SECRETARY