

**BY-LAWS
OF
OAK GROVE P.U.D. HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is OAK GROVE P.U.D. HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 3001 Tanglewood Drive, Clearwater, Florida 34621, but meetings of members and directors may be held at such places within the State of Florida, County of Pasco, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to OAK GROVE P.U.D. HOMEOWNERS ASSOCIATION, INC.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for OAK GROVE, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property for the construction of a residence, with the exception of the Common Area(s), together with all improvements situated thereon from time to time. A lot may also be referred to as a "Unit" when developed.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated within Oak Grove but shall not include mortgagees.

Section 5. "Declarant" or "Developer" shall mean and refer to ORSI DEVELOPMENT, INC., and SUNFIELD HOMES, INC., its agents, successors and assigns, or such other construction company that undertakes to develop real estate in OAK GROVE under an agreement with the Owners of the land. The Declarant may sometimes be called or referred to as "Developer".

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for OAK GROVE, applicable to the Properties recorded in the Public Records of Pasco County, Florida, as amended from time to time, the terms of which are incorporated herein by reference.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Dwelling Unit" shall mean and refer to all private residential units constructed on a lot within OAK GROVE. May sometimes be referred to as "Dwelling" or "Unit".

Section 9. All other terms and conditions used herein and defined in the Declaration shall have the definition set forth in the Declaration.

Section 10. "Developer" shall mean Orsi Development, Inc. and Sunfield Homes, Inc., or other third parties responsible for the subdivision and improvements of the land.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular

annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at such reasonable hour as may be determined by the Board of Directors. If the date determined under the preceding sentence for the annual meeting of the members is a legal holiday or Saturday or Sunday, the meeting will be held on the first day following which is not a legal holiday, Saturday or Sunday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote at such meeting, 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 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.

(a) Notice of any meeting called for the purpose of taking any action authorized under Section 7 of Article V of the Declaration shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of such meeting either by mailing a copy of such notice, 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 notice, or by delivering the same to the member's address.

(b) Notice of all other meetings shall be given at least fifteen (15) days in advance to each member, either by mailing or delivering a copy of such notice, addressed to the member's address last appearing on the books of the Association, or by delivering the same to the member's address.

(c) Delivery of notice pursuant to subsection (a) or (b) to any co-owner of a Lot or Unit shall be effective upon all such co-owners of such Lot or Unit, unless a co-owner has requested the Secretary in writing that notice be given such co-owner and furnished the Secretary with the address to which such notice may be delivered by mail.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented 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 as aforesaid shall be present or represented.

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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or Unit.

Section 6. Action Taken Without a Meeting. The Members shall have the right to take any action in the absence of a meeting which they could take at a meeting, by obtaining the written approval of the holders of the necessary number of votes which would have been required to take such action at a meeting, if a meeting had been called. Any action so taken shall have the same effect as though taken at a meeting of the Members.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be members of the Association.

Section 2. Term of Office. All Directors shall serve for a term of three (3) years unless the term of such Director shall end prior to such term by death, resignation or removal.

Section 3. Removal, Death, Resignation. 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, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

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 annual meeting of the Members. 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 prior to each annual meeting of the Members, to serve until the close of such annual 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 not less than the number of vacancies that are to be filled. Such nominations may be made from among Members, except that employees of Developer may be nominated and serve even though they are not Members.

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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should the date of any such meeting fall upon a legal holiday, then such meeting shall be held at the same time on the next day following such date 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 shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present in person at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

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

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) to establish, fix and levy assessments in accordance with the provisions of the Declaration of Covenants, Conditions, and Restrictions for OAK GROVE.

(c) suspend the voting rights and right to use of the Common Area and recreational facilities of a Member during any period in which such Member shall be 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 sixty (60) days for infraction of published rules and regulations;

(d) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(e) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(f) contract with a third party for the management of the Property and to delegate to the Contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the corporation; and

(g) perform all obligations, duties and powers conferred in the Declaration, etc.

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;

(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:

(1) fix the amount of the annual assessment against each Lot or Unit 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 each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any 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 adequate liability and hazard insurance on the Common Area and other property owned by the Association;

(f) cause all officers or employees of the Association dealing with funds of the Association to be covered by fidelity bonds, to be procured from time to time at the expense and for the benefit of the Association; and

(g) cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be Members of the Association, but must be Members of the Board of Directors. One person may hold more than one office at the same time.

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 die, resign, or shall be removed or otherwise disqualified to serve.

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 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 remainder of the term of the officer he replaces.

Section 7. 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 written instruments and shall co-sign all checks and promissory notes.

(b) 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.

(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 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.

(d) 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.

ARTICLE IX COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and the Board and the Members shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. 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 at reasonable cost.

ARTICLE XI 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 upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within

thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate allowed by Florida law from time to time, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot or Unit.

**ARTICLE XII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words:

OAK GROVE P.U.D. HOMEOWNERS
ASSOCIATION, INC.
FLORIDA
"NOT FOR PROFIT"
1995

**ARTICLE XIII
CERTIFICATION**

An instrument signed by an executive Officer of the Association and attested by the Secretary of the Association under the Association's seal, is conclusive evidence that any required approval has been obtained as to persons without actual knowledge to the contrary.

**ARTICLE XIV
AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of at least two-thirds (2/3) of the Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

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.

Section 3. Notwithstanding anything to the contrary, the Declarant/Developer may amend these By-Laws at any time without consent of third parties as long as Declarant/Developer owns any Lots within the Subdivision and/or any additions thereto.

**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.

The foregoing was adopted as the By-Laws of OAK GROVE P.U.D. HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the _____ day of October, 1995.

WITNESSES:

Debra Ann McWhitt
Peggy K. [Signature]

OAK GROVE P.U.D. HOMEOWNERS
ASSOCIATION, INC.
By: [Signature]
Mike Orsi, Secretary

AMENDMENT TO BY-LAWS OF
OAK GROVE P.U.D HOMEOWNERS ASSOCIATION, INC.

Article XIV, Section 3, of the By-Laws of Oak Grove P.U.D. Homeowners Association, Inc. dated October 13th, 1995, is deleted in its entirety.

Except as herein modified and amended, the By-Laws of Oak Grove P.U.D. Homeowners Association, Inc. dated October 13th, 1995 shall remain in full force and effect as first written.

Executed this 15th day of April, 1998.

OAK GROVE P.U.D. HOMEOWNERS
ASSOCIATION, INC.

Patricia Orsi
Joe Orsi
Patricia Orsi
Joe Orsi

By: Joe Orsi
Joe Orsi, President

By: Michael Orsi
Michael Orsi, Vice
President and Secretary

SECOND AMENDMENT TO BY-LAWS OF
OAK GROVE P.U.D HOMEOWNERS ASSOCIATION, INC

Article III, Section 1 of the By-Laws of Oak Grove P.U.D. Homeowners Association, Inc. dated October 15th, 1995 is amended to read:

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and ~~each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at such reasonable hour as may be determined by the Board of Directors. If the date determined under the preceding sentence for the annual meeting of the members is a legal holiday or Saturday or Sunday, the meeting will be held on the first day following which is not a legal holiday, Saturday or Sunday.~~ all other annual meetings of the Members shall be held between February 15 and March 15 of the current year, on a day, time, and at a location to be determined by the Board of Directors no later than thirty (30) days in advance. In the event that a meeting cannot be held at the appointed date and time, it shall be rescheduled to a time not more than ninety (90) days from the originally scheduled date.

Article III, Section 4 of the By-Laws of Oak Grove P.U.D. Homeowners Association, Inc. dated October 15th, 1995 is amended to read:

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ~~one-third (1/3)~~ one-tenth (1/10th) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented 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 as aforesaid shall be present or represented.

Except as herein and previously modified and amended, the By-Laws of Oak Grove P.U.D. Homeowners Association, Inc. dated October 15, 1995 shall remain in full force and effect as first written.

Executed this 6th day of May, 2006.

OAK GROVE P.U.D. HOMEOWNERS ASSOCIATION, INC.

X Terina M. Narkievich
by: Terina Narkievich, President

X Bob Lorenzen
by: Bob Lorenzen, Vice President

X Henry F. Narkievich III

X Henry F. Narkievich III

X [Signature]

X [Signature]