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This instrument prepared by and should be returned to:

Elizabeth A. Lanham-Patrie, Esquire  
TAYLOR & CARLS, P.A.  
850 Concourse Parkway South  
Suite 105  
Maitland, Florida 32751  
(407) 660-1040

AMENDED AND RESTATED  
BY-LAWS  
OF  
WOODBRIAR HOMEOWNERS ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT

This document amends and restates the original By-Laws of Woodbriar Homeowners Association, Inc. in its entirety.

**ARTICLE I**  
Name of Organization

The name of this organization shall remain Woodbriar Homeowners Association, Inc., a corporation not for profit under the laws of the State of Florida.

**ARTICLE II**  
Organization Objective

The purpose of this organization is to maintain or improve the quality of Woodbriar Village Units 1, 2 and III by cooperating with homeowners to enforce Declarations of Restrictions, organizing neighborhood events and maintaining the front entry area. The Declarations of Restrictions for Woodbriar Village Units 1 and 2 and Woodbriar Village III were recorded at Official Records ("O.R.") Book 3112, Page 1666 (preserved at O.R. Book 16348, Page 343); O.R. Book 3156, Page 1553 (preserved at O.R. Book 16503, Page 1802); O.R. Book 3224, Page 1073 (preserved at O.R. Book 16503, Page 1802); and O.R. Book 3412, Page 1981 (preserved at O.R. Book 16503, Page 1802) all of the Public Records of Hillsborough County, Florida (hereinafter collectively referred to as the "Declarations of Restrictions").

**ARTICLE III**  
Members and Voting Rights

1. Membership in Woodbriar Homeowners Association, Inc. is voluntary. Owners of single-family residential units located in Woodbriar Village Units 1, 2 and III are qualified and eligible for membership. The manner of admission to membership in said corporation shall be by the payment of dues to the corporation.

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2. If the ownership of any property shall be in the name of more than one person, all such persons shall be entitled to membership, but only one vote shall be allowed per lot.
3. Members of the corporation shall be entitled to nominate other Members for positions on the Board of Directors prior to or at the annual meeting of Members. Members shall be entitled to vote at elections, as well as on any other matters requiring a vote, subject to voting rights detailed in #2 above. Members may vote in person or by written proxy.

#### ARTICLE IV

##### Officers

1. The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers of the Corporation shall be members of the Board. A person may hold more than one (1) office, except that the President may not also be the Secretary.
2. The officers of the Corporation shall be elected annually by the Members at the annual meeting of the Members. The officers must be elected by a plurality of the votes cast. Cumulative voting shall not be permitted. Each officer shall serve a one (1) year term; provided, each officer's term shall automatically renew until their replacement has been appointed.
3. Any officer may be removed from office with or without cause by a majority vote of the Members at a regular or special meeting. Any vacancy created due to removal by the Members must be filled by the Members. A vacancy in any office arising because of death or resignation may be filled for the unexpired portion of the term by a majority approval of the directors.
4. 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 the 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.
5. It shall be the duty of the President to preside at all meetings of the Members of the corporation and at all meetings of the Board of Directors in his/her capacity as Chairman of the Board, and to sign all formal documents on behalf of the corporation; to have personal supervision and power over the affairs of the corporation and its officers and any employees; and shall exercise such other powers as may from time to time be conferred upon him/her by the Board of Directors.
6. The Vice President shall perform the duties of the President whenever the President shall be sick, absent, or otherwise unable to act, and shall perform such duties as may be imposed upon him/her from time to time by the Board of Directors.
7. The Secretary shall keep the records of the meetings of the Board of Directors and Members of the corporation; shall have charge of the corporate seal and shall attest all formal documents executed by the President and affix the corporate seal thereto; shall keep a copy of a completed list of the names and addresses of the Members of the corporation; and shall perform such other duties as may from time to time be imposed upon him/her by

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the Board of Directors.

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8. The Treasurer shall have responsibility for the corporation's funds and shall keep complete and accurate accounts of receipts and disbursements in books, belonging to the corporation and shall deposit all monies, checks, and other valuable effects in the name and to the credit of the Woodbriar Homeowners Association, Inc. in such depositories as may from time to time be designated by the Board of Directors. He shall disburse the funds of the corporation as may from time to time be ordered by the Board of Directors, by majority vote of the Members, or if such amount shall be \$50 or less, as directed by the President. The Treasurer shall make proper vouchers for all disbursements. The Treasurer shall render to the Directors at the regular or special meetings of the Board, and to the Members at regular or special meetings of the Members, an account of his/her transactions as Treasurer and of the financial condition of the corporation. Any Member may examine the financial books of the corporation at a time and place reasonable and convenient for the Treasurer, but must be within 30 days from the date of the request. All corporate checks must be signed by the President and Treasurer. The Treasurer shall file such tax returns as may be required by law. The Treasurer shall schedule internal audits semiannually to be performed at a special board meeting with a majority of board members present and one additional member who is not a board member.

#### **ARTICLE V**

##### **Members' Meetings**

1. The annual meeting of the Members of the corporation shall be held in January of each year.
2. Special meetings of the Members shall be called by the President or Board of Directors whenever they think proper, and shall be called by the President upon written request of 20 or more Members.
3. Notice of the time and place of all meetings shall be sent by the Secretary to the Members not less than five (5) days nor more than sixty (60) days prior to each meeting by delivering via hand delivery or U.S. Mail to each Member's address as it appears in the records of the Corporation. Notice of such meeting shall be waived by attendance at the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.
4. The holders of one fifth (1/5) of the total voting rights present in person or represented by written proxy, shall constitute a quorum. Any action for which a vote of the Members at a meeting is required must be approved by at least a majority of the votes, in person or by written proxy, at which a quorum is present.
5. A majority of the Members who are present at any annual or special Member's meeting may adjourn the same to a different date, time, or place, even if a quorum does not exist. However, any such adjournment to different date, time, or place must be announced at that meeting before the adjournment is taken or notice must be given of the new date, time, or place pursuant to Article V, Section 3 above. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new

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record date for the adjourned meeting is or must be fixed, 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.

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6. Members may vote by person or by proxy. Each proxy shall be in writing, dated and duly signed, shall state the date, time, and place of the meeting for which it was given, and shall be filed with the Secretary. Proxies shall be deemed filed with the Secretary, upon receipt if delivered by personal delivery, U.S. mail or facsimile addressed to the Secretary at the address or facsimile number for the Corporation. Unless otherwise provided in the proxy, one proxy shall cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the latter dated proxy shall prevail. If dated the same date, both proxies shall be in deemed invalid. A proxy is effective only for the specific meeting for which it was given, as the meeting may lawfully be adjourned and reconvened from time to time, and each proxy automatically expires ninety (90) days after the date of the meeting for which it was originally given. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place. The proxy of any Member shall be revocable and shall automatically cease upon conveyance of such Member's Lot. Both general and limited proxies may be used.
  7. Any action required or permitted by law or by these Amended and Restated By-Laws, the Articles and/or the Declarations of Restrictions to be taken at a special or annual meeting of the Members may be taken without a meeting, without prior notice, and without a vote, so long as such action complies with Section 617.0701, Florida Statutes, or its successor law, as from time to time amended.

**ARTICLE VI**  
**Board of Directors**

1. Except as otherwise provided by these Amended and Restated By-laws, the entire control and management of the corporation and its affairs and property shall be vested in its Board of Directors. The number of directors shall be 5.
2. The vote by the Members for the four officers at the annual meeting of the Members shall also be a simultaneous vote for four of the five directors. The fifth director shall also be elected by the members and serve in an At Large capacity. The directors must be elected by a plurality of the votes cast. Cumulative voting shall not be permitted. Each director shall serve a one (1) year term.

The Directors so elected shall assume office as of the end of said annual meeting. No Member shall hold the same office for more than three (3) consecutive years. Each director shall have one (1) equal vote.

3. If any vacancies shall occur in the Board of Directors by reason of resignation or otherwise, except for removal by the Members as provided for below, the Board of Directors shall appoint a Member of the corporation to fill such vacancy until such director's term expires.
4. A director may be removed from office by majority vote of the Members attending a special

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meeting for that purpose, in person or by proxy, provided a quorum is present. Any vacancy created due to removal by the Members must be filled by the Members pursuant to Section 617.0808, Florida Statutes.

5. Any director leaving the Board of Directors by reason of resignation or otherwise shall turn over any and all records and property of Woodbriar Homeowners Association, Inc., in his/her possession to the Board of Directors within 72 hours of the effective date of the vacancy.
6. The first meeting of the new Board of Directors shall be held within thirty (30) days after the annual meeting of the Members, and regular meeting of the Board of Directors shall be held quarterly.
7. Special meetings of the Board of Directors may be called at any time by the President of his/her own motion, and must be called by him/her at the request of any two (2) members of the Board of Directors.
8. Notices of all meetings of the Board shall be sent by the Secretary to the Directors at least three (3) days in advance of the meeting. Such notice is waived by attendance at the meeting. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held and noticed if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting.
9. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The votes of a majority of the directors present at a meeting, at which a quorum is present, shall constitute the decision of the Board, unless otherwise specifically provided in these Amended and Restated By-Laws, the Articles or the Declarations of Restrictions. If any meeting of the Board cannot be held because a quorum is not present, a majority of the directors present at such meeting may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment, and unless, the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.
10. The Board of Directors may, in its discretion and upon approval of a majority of board members, contract for services as it shall deem necessary, such as legal services and lawn maintenance of front entry to the subdivision.
11. The President of the corporation shall act as Chairman of the Board of Directors.
12. The Board shall have all of the powers and duties necessary and appropriate for the governance of the Corporation's affairs and for performing all responsibilities and exercising all rights of the Corporation as set forth in the Declarations of Restrictions, these Amended and Restated By-Laws, the Articles, and as provided by Florida law. The Board may do or cause to be done all acts and things not required by the Declarations of Restrictions, the Articles, these Amended and Restated By-Laws, or Florida law to be done and exercised exclusively by the Members. The Board may delegate powers to committees, officers, a management agent or agents, or employees of the Corporation.

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The Corporation, through its Board of Directors, shall have all of the powers of a not-for-profit corporation. Further, the Corporation shall have the right to charge its Members dues.

**ARTICLE VII**  
**Committees**

1. The Board of Directors shall have the power at any time to appoint special committees comprised of any Members of the corporation.
2. Members of such committees shall be established by the respective committee Chairperson, President, or Board of Directors. The duties of such special committees shall be as determined by the President or Board of Directors. The duration of such special committees shall be dependent on the time required to accomplish the committee's goal(s).

**ARTICLE VIII**  
**Annual Dues**

1. The Members shall determine if any adjustment is necessary to the annual dues for the current year at each annual meeting of the Members. A majority vote of the holders of voting rights present at the annual meeting in person, or represented by written proxy, is necessary to approve any adjustment to annual dues, provided a quorum is present. If annual dues are not determined by the Members as required, dues shall be presumed to be in the amount of the last annual dues until changed.
2. Bills for the annual dues shall be promptly thereafter rendered by the Treasurer to all persons owning property in Woodbriar Village Units 1, 2 and III provided, however, that no person owning such property shall be obligated to pay annual dues. Bills are payable within 30 days after receipt.

**ARTICLE IX**  
**Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Amended and Restated By-laws and any special rules that the corporation may adopt.

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**Article X**  
Enforcement of Declarations of Restrictions

1. The President and one other member of the Board of Directors shall together speak to any person owning property in Woodbriar Village Units 1, 2 and III regarding any violation of the deed restrictions. Before such informal conference, the President shall have obtained the oral consent of the majority of the Board of Directors, for the purpose of determining whether there is a consensus that a violation of the deed restrictions has occurred.
2. After ten (10) working days from such informal conference, if the violation of the deed restrictions has not been cured, the President shall send a courtesy notice to such person indicating that the Woodbriar Homeowners Association, Inc, officially considers such person to be in violation of the deed restrictions, and such letter shall generally state the reasons why the Woodbriar Homeowners Association, Inc. believes such person to be in violation of the deed restrictions.
3. After ten (10) working days from when the courtesy notice is sent, if the violation of the deed restrictions has not been cured, the President shall send a reminder letter by certified mail indicating that the Woodbriar Homeowners Association, Inc, officially considers such person to be in violation of the deed restrictions.
4. After ten (10) working days from when certified reminder letter is sent, if the violation of the deed restrictions has not been cured, the President, with approval of a majority of the Board of Directors, may request legal advice.

**ARTICLE XI**  
Amendment of By-Laws

These Amended and Restated By-Laws may be amended from time to time, in whole or in part, at a regular or special meeting by a majority vote of the holders of voting rights, present at a meeting in person or represented by written proxy, provided a quorum is present.

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These Amended and Restated By-Laws of Woodbriar Homeowners Association, Inc., have been properly adopted by the Members pursuant to Article X of the original By-Laws.

Executed at TAMPA (city), Hillsborough County, Florida, on this the 2<sup>ND</sup> day of DECEMBER, 2006.

Signed, sealed and delivered in the presence of:

Maryellen Joy  
Mary Ellen Joy

Printed Name: MARY ELLEN JOY

Sherryl Cook

Printed Name: Sherryl Cook

WOODBRIAR HOMEOWNERS ASSOCIATION, INC.

By: Barbara Perkins

Printed Name: BARBARA PERKINS

Title: President

Address: 1004 Littlewood Ct.  
Tampa FL 33613

(CORPORATE SEAL)

ATTEST:

Sherryl Cook

Printed Name: Sherryl Cook

Maryellen Joy

Printed Name: MARY ELLEN JOY

By: Ronald M. Meiczinger

Printed Name: Ronald Meiczinger

Title: Secretary

Address: 15409 Woodway Dr.  
Tampa, FL 33613

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of DECEMBER, 2006, by BARBARA PERKINS and RONALD MEICZINGER as President and Secretary, respectively, of WOODBRIAR HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They [✓] are personally known to me or [ ] have produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Stephen A. Bako  
Commission #DD401819  
Expires: Apr 13, 2009  
Bonded Thru  
Atlantic Bonding Co., Inc.

Notary Public - State of Florida  
Print Name: STEPHEN BAKO  
Commission No.: DD401819  
Commission Expires: 4/13/2009