

BY-LAWS OF
KINGSTON DUNES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is KINGSTON DUNES HOMEOWNERS' ASSOCIATION, INC., (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at Bellair Apartments Office, 222 Blairmore Boulevard, Orange Park, Florida 32073, but meetings of members and directors may be held at such places within the State of Florida, County of St. Johns, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Kingston Dunes Homeowners' Association, Inc., its successors and assigns.

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

Section 3. "Common Property" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, including any Common Roads.

Section 4. "Owner" shall mean and refer to the record owners of any lot.

Section 5. "Declarant" shall mean and refer to Kingston Dunes, Inc., a Florida corporation, 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 6. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions for Kingston Dunes applicable to the Properties recorded in the Office of the Clerk of the Circuit Court, St. Johns County, Florida.

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

Section 8. "Lot" shall mean and refer to any lot shown upon any recorded subdivision plat of the properties and any subsequently recorded subdivision plat of any additional contiguous land made subject to this Declaration, with the exception of the Common Property.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one 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 the hour of 2:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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-half (1/2) 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 or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days 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 notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority 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 Bylaws. 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 be 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.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF NOTICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, consisting of no fewer four (4) nor more than five (5) members. After Class B membership ceases, each member shall be a member of the Association.

Section 2. Term of office. At the first annual meeting and at each annual meeting thereafter, the members shall elect a director to hold office until the next succeeding annual meeting.

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, 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.

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. 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 Nominating Committee shall be appointed by the Board of Directors prior to each

annual meeting of the members, to serve from 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 or non-members until such time as Class B membership ceases. After Class B membership ceases, nominations shall be made from among members only.

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. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by two directors, after not less than three (3) days notice to each director.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by two directors, after not less than three (3) days notice to each director.

ARTICLE VI - MEETING OF DIRECTORS

Section 4 . Except as may be hereinafter provided, every regular and special meeting of the Board of Directors shall be noticed to the general members of the Association by a sign which includes the date, time and place of the meeting, which sign shall be placed at a prominent place in the subdivision at least three days before the meeting. Such noticed meetings shall be held in a place that is reasonably accessible to all members. As an exception to this rule emergency meetings and meetings between the Board and the Association's Attorney need not be so noticed and need not be accessible to the general membership. However, minutes shall be kept of all Board meetings in an official minutes book which shall be kept of all Board meetings in an official minute book which shall be made available to the membership for examination at reasonable times. The Board shall record in such minutes the circumstances justifying an emergency meeting.

Section 5. Every regular meeting of the Board of Directors shall proceed in accordance with an agenda which shall be posted at least three days before the meeting in a prominent and generally accessible location on the common property of the association. Copies of the agenda shall be made available to members of the association attending the meeting. Such agendas shall substantially be in the following format. However, changes to an agenda or this format may be made by the Board for good cause.

- CALL TO ORDER
- DETERMINE QUORUM
- CORRECTION AND APPROVAL OF THE MINUTES OF PREVIOUS MEETING
- FINANCIAL REPORT (if any)
- REPORTS OF MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES TO WHICH THEY ARE ASSIGNED
- REPORTS OF OTHER COMMITTEES
- UNFINISHED BUSINESS FROM PREVIOUS MEETINGS (to the extent reasonably possible general subjects known by the Chairman to be considered shall be listed here)
- NEW BUSINESS (to the extent reasonably possible general subjects which the Chairman believes will be considered shall be listed here)
- GENERAL MEMBER COMMENTS
- ANNOUNCEMENTS
- SPECIAL PROGRAMS
- ADJOURNMENT

Section 6. All votes of the Board members shall be recorded, no votes of the Board shall be by secret ballot.

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 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 Property and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the 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;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) 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; and

(e) employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

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 the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the Class A members who are entitled to vote:

(b) supervise all officers, agents and employees of the Association, and 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 at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject hereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property 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, hazard and if required, flood insurance on 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 Property and any improvements constructed thereon, to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, two Vice-Presidents, and a Secretary/Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The Office of Secretary/Treasurer may be held by one person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

The President shall preside at all meetings of the 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.

Vice-Presidents

The Vice-Presidents shall act in place of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary/Treasurer

The Secretary/Treasurer 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; 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 accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 Association shall appoint a Nominating Committee, as provided in these Bylaws and an Architectural Control Committee at such time and in the manner specified in the Declaration. 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 Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a 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, as defined in the Declaration which are secured by a continuing lien upon the property against which the assessments are made. Any assessments which are not paid when due shall be delinquent. If an 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 lawful rate from time to time permitted under the laws of the State of Florida, 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 attorney's fees incurred in bringing 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 Property or abandonment of his lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: KINGSTON DUNES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at any regular meeting of the members, or special meeting called for such purpose, by an affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present in person or by proxy, at such meeting.

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

ARTICLE XIV

MISCELLANEOUS

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

IN WITNESS WHEREOF, We, being all of the Directors of the Kingston Dunes Homeowners' Association, Inc., have hereunto set our hands this ____ day of _____, 1991.

GEORGE ANDERSON
Director

FRANK A. DARABI
Director

ALAN ZAJDEL
Director

DAVID CORNELIUS
Director

STATE OF FLORIDA

COUNTY OF _____

The foregoing Bylaws of Kingston Dunes Homeowners' Association, Inc., was acknowledged before me this ____ day of _____, 1991, by GEORGE ANDERSON, FRANK A. DARABI, ALAN ZAJDEL and DAVID CORNELIUS, as Directors of such corporation.

Notary Public
State of Florida at Large
My Commission expires: _____

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Kingston Dunes Homeowners' Association, Inc., a Florida non-profit corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors, held on the _____ day of _____, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association, this _____ day of _____, 1991.

Secretary

(Corporate Seal)