

AVISTA COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is AVISTA COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at 12410 N. Dale Mabry, Suite 3, Tampa, Florida 33624, 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 Avista Community Association, Inc., its successors and assigns.

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

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court, Hillsborough County, Florida.

Section 4. "Common Area" shall mean all real property now or hereafter owned by the Association for the common use and enjoyment of the Owners, as well as that portion of the northeasterly part of Tract A described in the Declaration as to which the Association has been granted an easement.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area and any land owned by the Carrollwood Village Phase II Homeowners Association, Inc.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Parcel which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include U.S. Home Corporation.

Section 7. "Declarant" shall mean and refer to U.S. Home Corporation, a Delaware corporation, qualified to do business in Florida, its successors and assigns, as provided in the Declaration.

Section 8. "Parcel" shall mean any part of the Properties owned by the Declarant which has not been, but is intended to be, platted as a residential subdivision.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 10. All other terms defined in the Declaration shall have the same meaning when used herein.

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 Class B membership in the Association terminates and each subsequent regular annual meeting of the members thereafter shall be held during the first calendar quarter of the year on a date and at such time and place as the Board of Directors shall designate.

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 ($\frac{1}{4}$) of the total votes of the Association.

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. 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 all meetings shall be given at least ten (10) days in advance to each member, either by mailing a copy of such notice, postage prepaid, 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 personally.

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

Section 4. Quorum. The presence at a meeting of members, either in person or by proxy, of those entitled to cast, at least one-third ($\frac{1}{3}$) of the votes of each Class of membership shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the 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. Action undertaken at a meeting at which a quorum was established shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Majority Vote. The acts approved by a majority vote of those present, either in person or by proxy, at a meeting at which a quorum is established shall constitute the acts of the members, except when approval by a greater or different voting majority is expressly required by the Declaration, the Articles of Incorporation or these By-Laws.

Section 7. Voting Members. If a Lot or Parcel is owned by one person, his right to vote shall be established by the record title to the Lot. If a Lot or Parcel is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote therefor must be designated in a certificate for this purpose signed by the president or a vice-president of the corporation, and

filed with the Secretary of the Association; provided, however, that with regard to any Lots or Parcels owned by U.S. Home Corporation such certificate is sufficient if signed by any division president or division vice-president thereof. If a Lot is owned by a trust or by an estate, the fiduciary thereof shall be entitled to vote; provided, however, if there is more than one fiduciary or the fiduciary or fiduciaries wish to authorize someone else to vote, the person entitled to vote shall be designated by a certificate signed by the fiduciary, or if more than one, all fiduciaries, and filed with the Secretary of the Association. If a Lot is owned by partnership, whether general or limited, the person entitled to cast the vote for such Lot shall be a general partner designated by a certificate signed by all general partners thereof. Except as hereafter provided with regard to a Lot owned jointly by a husband and wife, if a Lot is owned by more than one (1) person, the person entitled to cast the vote for the Lot shall be designated in a certificate signed by all of the record owners of the Lot and filed with the Secretary. The person designated in a certificate pursuant to this Section who is entitled to cast the vote for a Lot, as well as any sole Owner of a Lot, shall be known as the "voting member". Such certificates shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly by a husband and wife, the following four (4) provisions are applicable thereto:

a. They may, but they shall not be required to, designate a voting member.

b. If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.

c. If they do not designate a voting member, and only one is present at a meeting, the person present may cast the vote, just as though he or she owned the Lot individually and without establishing the concurrence of the absent person.

d. If either or both are present at a meeting, the Lot shall be counted as present for the purpose of determining a quorum.

Section 8. Voting by Written Instrument. The Board of Directors may poll the membership in writing on any matters on which the members are, or would be authorized to vote on at an annual or special meeting called for such purpose, and the written vote of the members shall determine any such matter based upon the same number of votes as would be required for the passage or defeat of such matter as is provided in the Declaration, the Articles of Incorporation or these By-laws.

Section 9. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of members by a writing signed either before, at or after such meeting. Attendance by an Owner, or a designated voting member, at a meeting shall also constitute a waiver of the time, place and purpose of the meeting.

Section 10. Determination of Membership. For the purpose of determining the person entitled to notice under any provision of these By-Laws, the Articles of Incorporation, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of a date set by the Board of Directors, which date shall not be more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the thirtieth (30th) consecutive calendar day prior to the date of such notice or of such meeting.

Section 11. Order of Business. The order of business at annual members' meetings, and far as practical at all other members meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of the preceding meeting, unless waived.
- d. Reports of officers, unless waived.
- e. Reports of committees, unless waived.
- f. Election of directors.
- g. Unfinished business.
- h. New business.
- i. Adjournment.

Section 12. Presiding Officer and Secretary for Meetings. The presiding officer or "chairman" of any members' meeting shall be the President of the Association, and the Secretary of the Association shall be the secretary of such meetings.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. Upon the termination of Class B membership in the Association, the number of directors may be changed by majority vote of members; provided the number of directors shall not be less than three (3) nor more than nine (9).

Section 2. Term of Office. Upon the termination of Class B membership in the Association, the directors of the Association shall be elected at the annual meeting of members as specified in the Articles of Incorporation. The election shall be determined by majority vote. A director shall continue in office until his successors shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

Section 3. Removal. So long as there is Class B membership in the Association, any director may be removed, with or without cause, only by action of the Class B member. Any vacancy existing on the Board of Directors, whether as a result of death, resignation or removal of a director, shall be filled only by appointment by the Class B member. Following termination of Class B membership in the Association, any director, may be removed from the Board, with or without cause, by majority vote of the members of the Association, and his successor shall be selected by the remaining members of the Board of Directors, even though less than a quorum, 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 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Upon the expiration of Class B membership, nomination for election to the Board of Directors for those directors entitled to be elected by the Association's membership 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 the President and two or more other persons. 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 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.

Section 2. Election. Upon the expiration of Class B membership, election to the Board of Directors shall be by 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

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day 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 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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4. Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Joinder of Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum and the action taken, and shall also constitute a waiver of notice as to such meeting.

Section 7. Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action. Such shall also constitute a waiver of notice with regard thereto. Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

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) suspend the voting rights and right to use of the Common Area 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) employ a manager, an independent contractor, or such other employees as they may deem necessary and to prescribe their duties;

(d) authorize the execution of any easement or any assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation or these By-laws; and

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

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 for each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto for each annual assessment period; and

(3) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or 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 of Directors 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 property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and facilities to be maintained;

(h) cause the exterior stuccoed portion of any boundary wall for which the Association is responsible for maintenance under the Declaration, to be maintained; and

(i) otherwise manage the affairs of the Association as provided in the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall be a member of the Board of Directors, a Vice President, a Secretary, who shall be a member of the Board of Directors, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Officers need not be members of the Association.

Section 2. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 3. Special Appointments. The Board of Directors may appoint 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 of Directors may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 5. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. No person shall simultaneously hold the offices of President and Secretary, however a person may hold more than one other office.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of a president of

an association. He shall sign all leases, mortgages, contracts, deeds, notes and other written instruments on behalf of the Association and exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

(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 such other powers and discharge such other duties as may be required of him by the Board of Directors.

(c) Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and members. Except as otherwise provided in the Articles of Incorporation or these By-Laws, he shall attend to the giving and serving of all notices to all the members and directors and others that are required by law. He shall have custody of the seal of the Association and affix it to any instrument requiring a seal to be duly signed. He shall keep the records of the Association except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all of the duties incident to the office of a secretary of an association, including certifying resolutions, and shall exercise such other powers and discharge such other duties as may be required of him by the Board of Directors. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent, or unable to act.

(d) Treasurer. The Treasurer shall cause the receipt of and deposit in an appropriate bank account or accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year if requested by the Board, prepare an annual budget and statement of income and expenditures, and perform all other duties incident to the office of a treasurer of an association, and exercise such other powers and discharge such other duties as may be required of him by the Board of Directors.

Section 8. Duties Fulfilled by Manager. The duties of the Secretary, as well as the duties of the Treasurer, may either or both be fulfilled by a manager employed by the Association. If such a manager is employed, the manager shall have custody of such books of the Association as it determines necessary or appropriate.

Section 9. Compensation. The compensation, if any, of all officers shall be fixed by the Board of Directors. Nothing contained herein shall prevent the Association, through the Board of Directors, from contracting for management or other services from a company with which any officer or director of the Association is affiliated, either as a shareholder, officer, Director, employee or otherwise.

ARTICLE IX

COMMITTEES

The Board of Directors may either appoint an Architectural Control Committee as provided in the Declaration, or constitute itself as such Architectural Control Committee. In addition, at such time as there is no longer Class B membership, the Board of Directors shall appoint a Nominating Committee as provided in these By-Laws. The Board of Directors shall further appoint such other committees as it deems appropriate in carrying out the purpose of the Association. Members of such committees shall serve at the pleasure of the Board of Directors, and may be removed with or without cause.

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 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 of interest allowed by law, 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 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 nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Avista Community Association, Inc.", "Florida", "not-for-profit" and "1980". The Association may use either such seal or a common seal in the execution of any documents or instruments.

ARTICLE XIII

INDEMNIFICATION

Section 1. Indemnification. Every director and every officer of the Association and every member of the Association serving the Association at its request, shall be, and hereby is, indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such action, suit or proceeding to which he may be a party or in which he may become involved by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time such expenses or liabilities are incurred. The liability and expense indemnified against shall extend to acts committed, as well as the failure to act; provided, however, that such indemnification shall not extend to gross negligence or willful misconduct.

Section 2. Other Indemnification. The Association shall, and hereby does, indemnify every officer and director, and any former officer or director, to the fullest extent permitted by the laws of the State of Florida applicable to corporations. The right of indemnification granted by Section 1 and Section 2 of this Article XIII is in addition to, and not in limitation of, any other rights to which such parties may now or hereafter be entitled by law agreement with the Association, the Articles of Incorporation or otherwise.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be adopted, altered, amended or rescinded at any regular or special meeting of the Board of Directors by majority vote.

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.

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.