

duplicate

BY-LAWS
OF
LAKE PARK NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is LAKE PARK NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall have a street address of 870 Forrest Avenue, Naples, Florida 33940 and have a mailing address of P.O. Box 11282, Naples, Florida 33941, but meetings of Members and directors may be held at such places within the State of Florida, County of Collier, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to LAKE PARK NEIGHBORHOOD ASSOCIATION, INC., its successors and assigns.

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

Section 3. "Common Area" shall mean any real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Residence" shall mean and refer to any residential home or condominium unit or apartment unit located within the Neighborhood.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Residence which is a part of the Neighborhood, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Member" shall mean and refer to those persons entitled to Membership as provided in Section 5.1 of the Articles of Incorporation of the Association (hereinafter referred to as the "Articles").

Section 7. "Associate Member" shall mean and refer to those persons or the representative of those entities entitled to be Associate Members as provided in Section 5.2 of the Articles.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within six (6) months from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in January or February of each year thereafter, at an appointed hour, or such other date as may be determined by resolution of the Board of Directors upon notice to all Members. 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 a majority of the Board of Directors, or upon written request of the lesser of (i) at least twenty (20) of the Members who are entitled to vote, or (ii) one-fourth (1/4) of all of the votes of the 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 or hand delivering a copy of such notice, at least seven (7) days before such meeting to each Member and Associate Member, 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, the lesser of ten (10) or one-third (1/3) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation 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 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 or cessation of occupancy by the Member of his Residence within the Neighborhood.

Section 6. Order of Business. At each regular annual meeting of the Association, the following shall be the order of business:

- a. Reading of the minutes of the preceding meeting
- b. Report of the President
- c. Report of the Treasurer
- d. Report of the Standing Committees
- e. Report of the Special Committees
- f. Introduction of new Members
- g. Election of Directors
- h. Unfinished business
- i. New business
- j. Adjournment

The order may be modified or changed at any meeting at the discretion of the President. The parliamentary rules known as Robert's Rules of Order shall be followed and govern at all meetings of the Association and the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors composed of (9) directors, who shall be Members of the Association, and one (1) additional director chosen from among the Associate Members, if any, as provided in Article V of these By-Laws, making a total of ten (10) directors.

Section 2. Term of Office. At each annual meeting, the Members shall elect three (3) directors for a term of three (3) years. The Associate Member director (if any) shall serve for a one (1) year term.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members present. 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, subject to the approval of the Membership at the next meeting. If the selected director is not approved by the Membership the vacancy is to be filled by nomination and election of the Membership at the next meeting.

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

3 member Nom. Com.

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 President, with the approval of a majority of 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 only from among Members. The Nominating Committee shall strive to equalize representation throughout the Neighborhood.

Section 2. Nomination of Associate Member Director. The Board of Directors shall select one of the Associate Members as a Member of the Board of Directors at each annual meeting to serve for a term of one (1) year upon the nomination of candidates by a caucus of the Associate Members. In the

event the caucus of the Associate Members fails to agree on at least one such candidate, then the majority of the Board of Directors shall select the Associate Member Director from among the Associate Members.

Section 3. 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. 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 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. Should said 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. The lesser of (i) five (5), or (ii) 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 in addition to those provided elsewhere in these By-laws or in the Articles to:

(a) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any Membership fee 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;

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

(c) 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 unexcused meetings of the Board of Directors;

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(e) set the level of the annual Membership and associate Membership fees.

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-fourth (1/4) of the Members;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(e) cause any Common Area owned by the Association to be maintained.

**ARTICLE VIII
OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of this Association shall be a President and vice-president, who shall at all times be Members of the Board of Directors, 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 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 offices of secretary and treasurer may be held by the same 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:

(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; and shall be an officio Member of all committees but will not be required to attend committee meetings. The President shall have general charge of and control over the affairs of the Association, subject to direction of the Board of Directors. The President is empowered to sign all documents on behalf of the Association which have been approved by the Board.

(b) **Vice-President:** The vice-president shall act in stead the place and 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 submit them, together with all his vouchers, receipts, records, and other papers, to the Directors for their examination and approval as often as they may require; 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 Board of Directors at least thirty (30) days prior to the annual Membership meeting, and to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

**ARTICLE IX
COMMITTEES**

The following Standing Committees may be established by the Board of Directors:

Membership;
Public Safety;
Governmental Relations;
Community Beautification;
Meetings and Entertainment; *Amy*
Conservation and Ecology; and
Public Relations and Newsletter. *Amy*

Committee actions affecting the Association, as a whole or bringing the name of the Association to public attention, shall be approved by the Board of Directors in advance of execution. The Board of Directors shall appoint such additional committees as are deemed appropriate in carrying out its purposes. Further, the President shall appoint an auditing committee to review the books annually or at any change of the Treasurer.

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 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

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11.1 Dues. Each Member is obligated to pay to the Association annual dues of ~~Ten~~ ^{Ten} Dollars (~~10.00~~) or such other amount as may be from time to time set by the Board of Directors by Resolution. Any dues which are not paid when due shall be delinquent. If any Member's Membership Dues are not paid within thirty (30) days after the due date, then such Member(s)' or Associate Member(s)' Membership shall automatically terminate without notice or appeal.

11.2 Funds Expenditures. All expenditures of the Association shall be authorized by a majority vote of the Board of Directors. All checks must be signed by the Treasurer and one (1) officer of the Association.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: LAKE PARK NEIGHBORHOOD ASSOCIATION, INC., FLORIDA CORPORATION NOT FOR PROFIT.

ARTICLE XIII
AMENDMENTS

Section 1. Proposal by Members. Any ten (10) active Members of the Association may propose an amendment or amendments to these By-Laws by filing the proposed amendment or amendments in writing, signed by them, with the Secretary of the Association not less than thirty (30) days before any regular or special meeting of the Association. The Secretary shall forthwith, upon receipt of any such amendment or amendments, mail a copy to each Board Member who shall consider such proposed amendment or amendments.

Section 2. Proposal by Directors. The Board of Directors may, by majority vote, propose an amendment or amendments to the By-Laws by filing the proposed amendment or amendments, signed by them, with the Secretary of the Association not less than thirty (30) days before any regular meeting or special meeting of the Association.

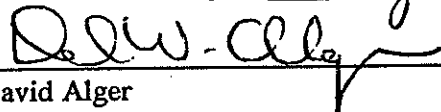
Section 3. Notice & Vote. The Secretary shall give notice of any and all such proposed amendments together with notice of the next regular or special meeting at which any such proposed amendment shall be voted upon. If at such meeting a majority of the Members present in person or proxy are in favor of any such proposed amendment or amendments then these By-Laws shall be amended accordingly.

**ARTICLE XIV
MISCELLANEOUS**

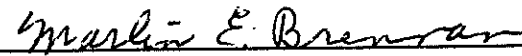
Section 1. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

Section 2. Fiscal Year. 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 LAKE PARK NEIGHBORHOOD ASSOCIATION, INC., have hereunto set our hands this 23 day of May, 1994.



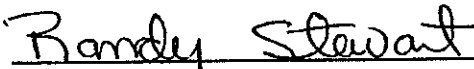
David Alger



Marlin Brennan



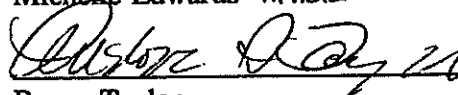
Betsy Jones



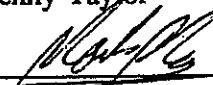
Randy Stewart



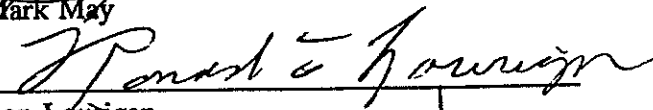
Michelle Edwards Arnold



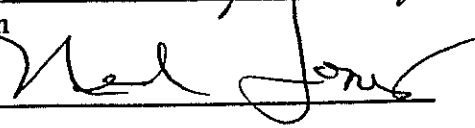
Penny Taylor



Mark May



Ron Lourigan



Ned Jones

CERTIFICATION

I, the undersigned, DO HEREBY CERTIFY:

THAT I am the duly elected and acting secretary of the LAKE PARK NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23 day of May, 1994.

Marlin E. Brennan
Marlin Brennan