

BY-LAWS

OF

RUSTIC VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

IDENTITY

The name of the corporation is RUSTIC VILLAGE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "Association", a corporation not-for-profit organized under the laws of the State of Florida. The Association has been organized for the purpose of administering to the Common Areas of RUSTIC LAKES, including the lake and lake shore, a development located upon the following land in Dade County, Florida:

ALL of RUSTIC LAKES according to the Plat thereof, as recorded in Plat Book , at Page of the Public Records of Dade County, Florida,

and the principal office of the corporation shall be located at c/o Krongold & Bass, P.A. Ninth Floor, 201 Alhambra Circle, Coral Gables, Florida 33134, but meetings of members and directors may be held at such places within the State of Florida, County of Dade, as may be designated by the Board of Directors.

The fiscal year of the Association shall be the calendar year.

The seal of the corporation shall bear the name of the corporation, the word "Fla.", the words "Corporation Not-For-Profit", and the year of incorporation, an impression of which is as follows:

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to RUSTIC VILLAGE HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

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

Section 3. "Common Area" shall mean all real property and the lake over which the Association shall have an easement or other right for maintenance of said property. It is distinctly understood that the said property over which the Association shall have an easement or other right for maintenance may be those certain lands which constitute the exterior of the protective wall which borders a portion of the Subdivision, the landscaped median located at the entrance to the Subdivision and such other real property as the Association may from time to time reasonably designate, as well as the care of the lake.

Section 4. "Lot" shall mean and refer to any platted lot as shown on the recorded plat of RUSTIC LAKES, or any resubdivision thereof.

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

*Amended
11-25-13*

Section 6. "Declarant" shall mean and refer to RUSTIC VILLAGE, 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 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of The Public Records of Dade County, Florida.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles.

Section 9. "Articles" shall refer to the Articles of Incorporation of RUSTIC VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE III

MEETINGS OF MEMBERS

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Section 1. Annual Meetings. The first annual meeting of the Members shall be held on or before 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 time and place as might be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors of the Association ("Board") or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of both Class A and Class B 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 fifteen (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.

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Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the combined votes of membership shall constitute a quorum for any action except as otherwise provided for in the Articles, 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 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 represented.

Section 5. Voting. At any meeting of Members, the Owners of Units shall be entitled to cast such votes to which they might be entitled as defined in the Articles of Incorporation of the Association. ~~Class A~~ members shall be entitled to one (1) vote for each Unit owned, and ~~Class B~~ members shall be entitled to three (3) votes for each Unit owned. ~~Class A and Class B members shall be as defined in the Articles of Incorporation of the Association.~~

Section 6. 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 Unit.

Section 7. Order of Business. The order of business at annual members meetings, and as far as practical at other meetings, shall be:

- A. Calling of the role and certifying of proxies;
- B. Proof of notice of meeting;
- C. Reading of Minutes;
- D. Report of officers;
- E. Report of committees;
- F. Appointment of chairman of inspection of election;
- G. Election of directors;
- H. Unfinished business;
- I. New business;
- J. Adjournment.

ARTICLE IV

DIRECTORS

Section 1. Selection, Number, Term. The affairs of this Association shall be managed by a Board of from three (3) to nine (9) Directors, who shall be members of the Association, except that until Class B membership has ceased and has been converted to Class A membership, the members of the Board need not be members of the Association and the initial Board of Directors shall be comprised of three (3) members. The names and addresses of the persons who shall serve as Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN SHERE	c/o Krongold & Bass, P.A. 1110 Brickell Avenue, Suite 914 Miami, Florida 33131
M. RONALD KRONGOLD	c/o Krongold & Bass, P.A. 1110 Brickell Avenue, Suite 914 Miami, Florida 33131
PAUL H. BASS ✓	c/o Krongold & Bass, P.A. 1110 Brickell Avenue, Suite 914 Miami, Florida, 33131

The initial Board herein described shall serve until Class B membership has ceased and has been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect a new Board with one-third (1/3) of the Directors serving for a term of one (1) year, one-third (1/3) for a term of two (2) years, and one-third (1/3) for a term of three (3) years. At each annual meeting thereafter, the Members shall elect one-third (1/3) of the Directors for a term of three (3) years. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by the remaining Directors, provided, however, that Declarant shall, so long as it is the Owner of any Units in the project and continues to hold said Units for sale in the ordinary course of business, be entitled to designate one (1) Member to serve on the Board of Directors, which Member may not be removed from the Board except by the Declarant, and should said Member resign from the Board, he will be replaced by the Declarant.

Section 2. Removal. Any Director, except the original Directors, or the Director appointed by Declarant in accordance with the above Section, may be removed from the Board, with or without cause, by 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 Directors of the Board and shall serve for the unexpired term of his predecessor.

Section 3. 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 4. Action Without Meeting. The Director 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 Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board 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, 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 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 as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board 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 at such time and place as shall be fixed from time to time by a majority of the Board. Notice of said meeting shall be given to each Director, personally or by mail, telephone or telegraph, at least (five (5) days prior to each meeting, but nothing contained herein shall be deemed to disallow any Director's waiver of said notice. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. This Section shall not be construed as to require regular meetings of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board 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. Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such time and place as shall be fixed by the Directors at the meeting at which they are elected, and no further notice of the organizational meeting shall be necessary.

Section 4. 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.

Section 5. Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

Section 6. Joinder in 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.

Section 7. Presiding Officer. The presiding officer of the Directors' meetings shall be the Chairman of the Board if such an officer has been elected, and if none, the president shall preside. In the absence of the presiding officer the Directors shall designate one of their Members to preside.

Section 8. Order Of Business. The order of business at Directors' meeting shall be:

- A. Calling of role;
- B. Proof of notice of meeting;
- C. Reading of minutes;
- D. Report of Officers and committees;
- E. Election of officers;
- F. Unfinished business;
- G. New business;
- H. Adjournment.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have the 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 of a Member and his right to use recreational facilities during any period in which such Member shall be in default in the payment of an 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 By-Laws, the Articles or the Declaration;
- D. Declare the office of a Member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors, provided however, that concurrence in the minutes of the meeting as provided for herein shall constitute presence at such meeting;
- E. Employ such employees as they deem necessary and prescribe their duties;
- F. Exercise such other powers as given by Florida Statutes and not in conflict herewith.

Section 2. Duties. It shall be the duty of the Board 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 an annual meeting of the Members;
- B. Supervise all officers, agents and employees of the Association, and determine 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 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 Unit for which assessments are paid within thirty (30) days after due date and/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 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 to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and a vice-president, who shall at all times be Members of the Board, 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 following each annual meeting of the Members.

Section 3. Term. The officers of the 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 Officers. 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. Compensation. Compensation of all officers and employees of the Association shall be fixed by the Directors, but this provision shall not be deemed to require that compensation be paid to said officers.

Section 9. Duties. The duties of the officers are as follows:

President

The president shall preside at all meetings of the Board, 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-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.

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 to 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 perform such other duties as required by the Board.

Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, disburse such funds as directed by resolution of the Board, sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year, prepare an annual budget and 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 shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board 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 and these By-Laws 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 Unit against which the assessment is made. Any assessments which are not paid when due and payable shall be delinquent, and 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 rate of ten (10) percent per annum. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Unit. Interest, costs, and reasonable attorneys' fees incurred

in any such actions shall be added to the amount of such assessment. No Member may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Unit.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy, both Classes, except as may be elsewhere provided in these By-Laws, or the Articles of Incorporation or the Declaration of Restrictions with regard to the rights of the Declarant with respect to Amendments requested by the Federal Housing Administration, the Veterans Administration, or other governmentally related lending institutions.

Section 2. In the case of any conflict between the Articles 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. Provided further, however, that so long as the Declarant owns any Units which are being held for sale in the ordinary course of business, and notwithstanding the fact that Class B Membership may have ceased to exist, no amendment may:

- A. Interfere with the Declarant's efforts to sell those Units owned by it;
- B. Remove the Declarant's right to appoint at least one (1) Member to the Board of Directors;
- C. Assess the Declarant for capital improvements without his prior written consent;
- D. Deny the Declarant the right to vote as a Class A Member with regard to those Units owned by it after such time as Class B Membership has ceased to exist; and
- E. Revoke Declarant's right to be excused from payment of regular assessments by virtue of his guaranteeing deficits, and providing services as elsewhere set forth in the Declaration of Restrictions and Articles of Incorporation.

ARTICLE XIII

PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Restrictions, Articles of Incorporation, or these By-Laws.

IN WITNESS WHEREOF, we, being all of the Directors of RUSTIC VILLAGE HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands and seal this day of _____, 1976.

Witnesses:

Marcia Ferraro
Marcia Ferraro
Marcia Ferraro

STEVEN SHERE
M. RONALD KRONGOLD
PAUL H. BASS

AMENDMENT TO THE BY-LAWS RUSTIC VILLAGE
HOMEOWNER'S ASSOCIATION, INC.

This is an amendment to the Bylaws of Rustic Village Homeowner's Association, Inc., and is made on the date hereinafter setforth, by Rustic Village Homeowner's Association, Inc., a Florida Corporation, hereinafter referred to as Declarant.

WITNESSETH

WHEREAS, the Declarant prepared Bylaws of Rustic Village Homeowner's Association, Inc., in conjunction with the Declaration of Restrictions - Rustic Lakes dated February 7, 1978 and filed March 8, 1978 in Official Records Book 9966, at Page 1144 through 1152, under Clerk's file number 78R-62444, Public Records of Dade County, Florida and

WHEREAS, the Bylaws of Rustic Village of Homeowner's Association, Inc., now encompasses the real property described as follows:

**All of Rustic Lakes, Section 3,
according to the Plat thereof,
Recorded in Plat Book 109, Page 46,
Public Records of Dade County,
Florida and**

WHEREAS, Declarant wishes to amend the above described Bylaws of Rustic Village Homeowner's Association, Inc.

NOW THEREFORE, the Declarant does hereby declare:

I. That portion of Article IV, Section I of the By-laws of Rustic Village Homeowner's Association, Inc., shall be amended to state that members of the Board of Directors shall serve one year terms; said elections to be held at the annual meeting of the Association. The language contained in the original Article IV,

Section I in which directors shall serve two and three year terms shall be deleted.

II. Article IV, Section II of the By-laws of Rustic Village Homeowner's Association, Inc., shall be amended so that any director can be removed from the Board of Directors with cause by a majority vote of the Board of Directors. This amendment is in addition to and does not supersede the right of the members of the Association to remove any director from the Board of Directors with or without cause by a majority vote of the members of the Association.

IN WITNESS WHEREOF, Rustic Village Homeowner's Association, Inc., has caused this instrument to be executed on this 05 day of February, 1993.

Rustic Village Homeowner's Association, Inc.

BY: Armando Sanchez Agramonte
Armando Sanchez Agramonte,
President

ATTEST: Marlene Rodriguez-Kachulaska
Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 05 day of February, 1993 by Armando Sanchez and Marlene Rodriguez who are personally known to me or who have produced _____, as identification and who did (did not) take an oath.

Marilyn Rios
Notary Public, State of Florida
Printed, typed or stamped name:

Marilyn Rios

(Serial Number, if any)

My Commission Expires:

Notary Public
MARILYN RIOS
STATE OF FLORIDA
My Comm Exp 10/7/95
BONDED

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA.
RECORD VERIFIED
HARVEY RUVIN
CLERK CIRCUIT COURT