

EXHIBIT "C"

**BYLAWS**  
**OF**  
**BAHIA LAKES HOMEOWNERS**  
**ASSOCIATION, INC.**

**ARTICLE I – NAME AND LOCATION**

Section 1. Name. The name of the corporation is BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "the Association".

Section 2. Location. The principal office of the Association shall be located at 255 Pine Avenue North, Oldsmar, Florida 34677, 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. "Architectural Control Committee" or the "Committee" shall mean and refer to the person or persons designated from time to time to perform the duties of the Design Review Board as set forth herein, and their successors and assigns.

Section 2. "Articles" shall mean the Articles of Incorporation of the BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, and any and all amendments or modifications thereof.

Section 3. "Association" shall mean and refer to this association of BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, its successors and assigns.

Section 4. "Board" shall mean the Board of Directors of the Association.

Section 5. "Bylaws" shall mean these Bylaws, including any and all amendments or modifications thereof.

Section 6. "CDD" shall mean the Bahia Lakes Community Development District, a community development district created pursuant to F.S. Chapter 190.

Section 7. "Common Area" shall mean all real property (including the improvements thereon) now or hereafter owned by the Association or the CDD for the common use and enjoyment of the Owners.

Section 8. "Common Expense" shall mean and refer to any expense for which a general and uniform assessment may be made against the Owners (as hereinafter defined) and shall include, but in no way be limited to, the expenses of upkeep and maintenance of the Common Area

Section 9. "Declarant" shall mean and refer to THE RYLAND GROUP, INC., a Maryland corporation and WESTFIELD HOMES OF FLORIDA, a Florida general partnership, their successors and assigns. It shall not include any person or party who purchases a Lot from THE RYLAND GROUP, INC. or WESTFIELD HOMES OF FLORIDA, unless, however, such purchaser is specifically assigned as to such property by separate recorded instrument, some or all of the rights held by THE RYLAND GROUP, INC. or WESTFIELD HOMES OF FLORIDA, as Declarant hereunder with regard thereto.

Section 10. "Declaration" shall mean and refer to this DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR BAHIA LAKES and any amendments or modifications thereof hereafter made from time to time.

Section 11. "Dwelling" shall mean and refer to each and every single family residential unit constructed on any lot.

Section 12. "Developer" shall mean and refer to THE RYLAND GROUP, INC., a Maryland corporation and WESTFIELD HOMES OF FLORIDA, a Florida general partnership, their successors and assigns.

Section 13. "FHA" shall mean and refer to the Federal Housing Administration.

Section 14. "First Mortgagee" shall mean and refer to an Institutional Lender who holds a first mortgage on a Lot and who has notified the Neighborhood Association of its holdings.

Section 15. "FNMA" shall mean and refer to the Federal National Mortgage Association.

Section 16. "GNMA" shall mean and refer to the Government National Mortgage Association.

Section 17. "HUD" shall mean and refer to the U.S. Department of Housing and Urban Development.

Section 18. "Institutional Lender" shall mean and refer to the owner and holder of a mortgage encumbering a Lot or a residential Dwelling, which owner and holder of said mortgage shall be any federally or state chartered bank, insurance company, HUD or VA or FHA approved mortgage lending institution, FNMA, GNMA, recognized pension fund investing in mortgages, and any federally or state chartered savings and loan association or savings bank.

Section 19. "Institutional Mortgage" shall mean and refer to any mortgage given or held by an Institutional Lender.

Section 20. "Interpretation" Unless the context otherwise requires, the use herein of the singular shall include the plural and vice versa; the use of one gender shall include all genders; and the use of the term "including" shall mean "including without limitation". The headings used herein are for indexing purposes only and shall not be used as a means of interpreting or construing the substantive provisions hereof.

Section 21. "Lot" shall mean and refer to the least fractional part of the subdivided lands within any duly recorded plat of any subdivision which prior to or subsequently to such platting is made subject hereto and which has limited fixed boundaries and an assigned number, letter or other name through which it may be identified; provided, however, that "Lot" shall not mean any Common Area.

Section 22. "Master Plan" shall mean and refer to the Master Development Plan for BAHIA LAKES on file with the planning and zoning department of Hillsborough County, and as the same may be amended or modified from time to time.

Section 23. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include Declarant for so long as Declarant shall hold title to any Lot.

Section 24. "Parcel" shall mean and refer to any part of the Properties other than the Common Area, Lots, Dwellings, streets and roads, and land owned by the CDD or Association, or a governmental body or agency or public utility company, whether or not such Parcel is developed or undeveloped, and without regard to the use or proposed use of such Parcel. Any Parcel, or part thereof, however, for which a subdivision plat has been filed of record shall, as to such portions, cease being a Parcel, or part thereof, and shall become Lots.

Section 25. "Properties" shall mean and refer to that certain real property described on attached **Exhibit "A"**, and made subject to this Declaration.

Section 26. "VA" shall mean and refer to the Veterans Administration.

### **ARTICLE III – MEETINGS OF VOTING MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Voting Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Voting Members shall be held annually, on such day and at such time as may be directed by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings of the Voting Members may be called at any time by the president or by the Board of Directors, or upon written request of the Voting Members who are entitled to vote one-fourth (1/4) of all of the votes of the Voting Members.

Section 3. Notice of Meeting. Written notice of each meeting of the Voting Members shall be given by, or at the direction of the Secretary of the Association 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 Voting Member entitled to vote thereat, addressed to the Voting Members' address last appearing on the books of the Association, or supplied by such Voting 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 Voting Members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes 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 Voting Members entitled to vote at such meeting 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 by proxy.

Section 5. Proxies. At all meetings of Voting Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association.

Section 6. Place. All Voting Members' Meetings shall be held within the State of Florida as may be directed by the Board of Directors.

### **ARTICLE IV – BOARD OF DIRECTORS**

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, which shall consist of one (1) director for each Voting Member. Directors shall be members of the Voting Members.

Section 2. Term of Office. The initial Board of Directors designated in the Articles of Incorporation shall serve until the first annual membership meeting thereafter, at which time the Voting Members shall elect a sufficient number of Directors to equal the Voting Members. A Director shall continue in office until his successor shall be elected and qualified by its Voting member, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve. In such event the Voting Member shall select another of its members to serve as Director.

Section 3. Removal. No Voting Member may be removed from the Board. In the event of death, resignation or removal of a Director appointed by a Voting Member, his successor shall be selected by the Voting Member 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 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 effect as though taken at a meeting of the Directors.

#### **ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. The Voting Member shall appoint a member of the Voting Member to represent the Voting Member on the Board. Nomination for election to the Board of Directors shall be made by a Nominating Committee in the Voting Member. Nominations may also be made from the floor at the annual meeting of the Voting Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors of the Voting Member, and two (2) or more members of the Voting Member. The Nominating Committee shall be appointed by the Board of Directors of the Voting Member prior to each annual meeting of the members of the Voting Members, to serve from the close of such 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. Such nominations may be made from among members of the Voting Member.

Section 2. Election. Election as representative of the Voting Member to the Board of Directors shall be by secret written ballot unless unanimously waived by the members present at the meeting of the members. 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 person receiving the largest number of votes shall be elected as the representative of the Voting Member to the Board of Directors. Cumulative voting is not permitted.

#### **ARTICLE VI – MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as the Board may from time to time establish 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 Meeting. Special meetings of the Board of Directors 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. Quorum. A majority of the number of votes held by all the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of votes held by 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) declare the office of a member of the Board of Directors to be vacant in the event such person representing the Voting Member shall be absent from three (3) consecutive regular meetings of the Board of Directors in which case the Voting Member shall appoint a new member to be its representative as a Director;

(b) maintain, operate and repair (i) the landscaping located within the Properties; (ii) the wetland mitigation areas for storm water treatment and storage facilities located within the Properties; (iii) the

maintenance, repair and replacement of all of the streets, entryways, gates and security facilities with the Properties; and

(c) 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 Bylaws, 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 and to present a statement thereof to each Voting Member, which shall then be presented to the members of each Voting Member at the annual meeting of the members of the Voting Member, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote in such Voting Member:

(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 Voting Member 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 property for 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 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.

## **ARTICLE VIII – OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. 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. Officers need not be Members of the Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

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

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 (1) 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; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

(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 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, if the President does not, 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 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 financial report consistent with Chapter 720, F.S. 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 Board of Directors shall appoint a Nominating Committee for officers as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out purposes of the Association.

#### **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 of a Voting 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 reasonable cost.

**ARTICLE XI – ASSESSMENTS**

As more fully provided in the Declaration, each member of a Voting Member is obligated to pay assessments of the Voting Member who shall pay to the Association, annual and special assessments which are secured by a continuing 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 assessments shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, 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 non-usage or abandonment of such Owner's Residential Lot, Unit, Commercial Lot or Parcel.

**ARTICLE XII – CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the name of the Association, the year and state of incorporation and the words "Corporation not for profit".

**ARTICLE XIII – AMENDMENT**

Section 1. These Bylaws may be amended, from time to time at a regular or special meeting of the Directors, by a seventy-five percent (75%) vote of all the votes of the Voting Members.

Section 2. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

**ARTICLE XIV – CONFLICTS**

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.

IN WITNESS WHEREOF, we, being all of the Directors of BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, 2006.

Mark Johnson, Director

/S/ Mark Johnson

Joseph M. Fontana, Director

/S/ Joseph M. Fontana

David D. Roberts, Director

/S/ David D. Roberts

**CERTIFICATION**

I, David D. Roberts, do hereby certify that:

I am the duly elected and acting Secretary of BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, and,

The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
\_\_\_\_\_, Secretary

(CORPORATE SEAL)



**HISTORY OF BYLAWS**

The initial Bylaws of BAHIA LAKES HOMEOWNERS ASSOCIATION, INC., were first adopted on \_\_\_\_\_, 2005. All Amendments made subsequent to said date are listed below:

**AMENDMENTS**

<b>CHANGE NUMBER</b>	<b>DATE OF ADOPTION</b>	<b>BY WHOM ADOPTED</b>	<b>SECTIONS AMENDED</b>

#348112 v1 - RylandBahiaLakesHOABylaws