

EXHIBIT "F"

AMENDED BYLAWS of HARBOUR HILL CONDOMINIUM APARTMENTS ASSOCIATION, INC. A Florida non-stock, non profit membership Corporation

ARTICLE I General

Section 1. **The Name.** The name of the Corporation shall be **HARBOUR HILL CONDOMINIUM APARTMENTS ASSOCIATION, INC.**

Section 2. **Principal Office.** The principal office of the Corporation shall be at 700 Beach Drive, N.E., St. Petersburg, Florida, 33701, or at such other place as may be subsequently designated by the Board of Directors.

Section 3. **Definition.** As used herein, the term "Corporation" shall be the equivalent of "Association" as defined in the Declaration of Condominium of **HARBOR HILL CONDOMINIUM APARTMENTS ASSOCIATION, INC.**, and all other words as used herein shall have the same definitions as attributed to them in said Declaration of Condominium.

Section 4. **Identity.** That in addition to the within Bylaws being the Bylaws of **HARBOUR HILL CONDOMINIUM APARTMENTS ASSOCIATION, INC.**, these Bylaws are established pursuant to Section 11, of the Florida Condominium Act, Chapter 63-35, Florida Statutes, 1970, and are hereby annexed to and made a part of the Declaration of Condominium of **HARBOUR HILL CONDOMINIUM APARTMENTS ASSOCIATION, INC.**

ARTICLE II Directors

Section 1. **Number and Term.** The number of directors who shall constitute the whole Board shall be seven (7). All Directors shall be Members. Should more than 7 members submit candidate election forms, an election will be held at the Annual Meeting. The Directors shall be elected at the Annual Meeting of the Members, and each Director shall be elected to serve for the term of one (1) year, or until his successor shall be elected and shall qualify.

Section 2. **Vacancy and Replacement.** If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum at a Special Meeting of Directors duly called for this purpose, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 3. **Removal.** Directors may be removed for cause by an affirmative vote of a majority of the Members. No Director shall continue to serve on the Board if, during his term of office, his Membership in the Corporation shall be terminated for any reason whatsoever.

Section 4. **First Board of Directors.** The first Board of Directors shall hold office and exercise all powers of the Board of Directors until the first Membership Meeting, anything herein to the contrary notwithstanding; provided any or all said Directors shall be subject to replacement in the event of resignation or death, as above provided.

Section 5. **Powers.** The property and business of the Corporation shall be managed by the Board of Directors, who may exercise all corporate powers not specifically prohibited by statutes, the Certificate of Incorporation or the Declaration to which these Bylaws are attached. The powers of the Board of Directors shall specifically include, but not be limited to, the following items:

- A. To make and collect assessments and establish the time within which payment of same are due.
- B. To use and expend the assessments collected; to maintain, care for and preserve the units and Condominium property, except those portions thereof which are required to be maintained, cared for and preserved by the unit owners.
- C. To purchase the necessary equipment and tools required in the maintenance, care and preservation referred to above.
- D. To enter into and upon the units when necessary and at as little inconvenience to the owner as possible in connection with such maintenance, care and preservation.
- E. To insure and keep insured said Condominium property in the manner set forth in the Declaration against loss from fire and/or other casualty, and the unit owners against public liability, and to purchase such other insurance as the Board of Directors may deem advisable.
- F. To collect delinquent assessments by suit or otherwise, and to assess damages for acts of vandalism or trespasses upon the rights of others. The quality of quiet enjoyment guaranteed in these Documents must be assured.
- G. To employ and/or contract with, if deemed desirable, a maintenance service contractor and/or an apartment house manager who shall maintain, service and/or manage the building and related facilities, and to delegate to such contractor or manager such powers as may be necessary in connection with the operation of the building. To employ workmen, janitors and gardeners and to purchase supplies and equipment, to enter into contracts in connection with any of the foregoing items or for other services deemed desirable, and generally to have the powers of an apartment house manager in connection with the matters hereinbefore set forth.
- H. To make reasonable rules and regulations for the occupancy of the Condominium parcels.

Section 6. **Meetings.**

- A. The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The Annual Meeting of the Board of Directors shall be held at the place where general Members' Meeting is, and immediately after the adjournment of same.
- B. No notice of a Board of Directors meeting shall be required if the Directors meet by unanimous written consent. The Directors may, by resolution duly adopted, establish regular monthly, quarter-annual, or semi-annual meetings. If such resolution is adopted, no notice of such regular meetings of the Board of Directors shall be required.
- C. Special meetings of the Board may be called by the President on 48 hours notice to each Director and to the Members. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of three (3) Directors.
- D. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws. If a quorum shall not be present in any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 7. **Order of Business.** The order of business at all meetings of the Board shall be as follows:

- A. Roll call.
- B. Reading of minutes of last meeting.
- C. Consideration of communications.
- D. Resignation and elections.
- E. Report of officers and employees.
- F. Reports of committees.
- G. Unfinished Business.
- H. Original resolutions and new business.
- I. Adjournment.

Section 8. **Annual Statement.** The Board will present, not less often than at the annual meetings, and when called for by a vote of the members, at any special meeting of the members, a full and clear statement of the business and conditions of the Corporations.

ARTICLE III Officers

Section 1. **Executive Officers.** The executive officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer, all of whom shall be elected annually by said Board. Any two of said offices may be united in one person, except that the President shall not also be the Secretary, Treasurer, nor an Assistant Secretary of the Corporation. If the Board so determines, there may be more than one Vice-President.

Section 2. **Appointive Officers.** The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office during the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by said Board.

Section 3. **Election.** The Board of Directors at its first meeting after each annual meeting of general members shall elect a President, a Vice-President, a Secretary, and a Treasurer. When stating their willingness to serve on the Board of Directors, candidates shall also indicate in writing to the Secretary in which office or offices they are willing to serve. The Secretary shall prepare a ballot including all who have so stated their willingness. In the case of more than one person for a single office, the person with the most votes will be selected for that office. If any office is left unfilled, the Board will nominate and vote for a person to hold that office.

Section 4. **Term.** The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed, for cause, at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 5. The President.

- A. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Members and Directors; shall be ex officio member of all standing committees; shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- B. The President shall execute bonds, mortgages and other contracts requiring a seal; under the seal by the Corporation, except where the same is required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Corporation.

Section 6. The Secretary.

- A. Shall keep the minutes of the Member Meetings and of the Board of Directors Meetings in one or more books provided for the purpose.
- B. Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Shall be custodian of the corporate records.
- D. Shall keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member.

Section 7. The Treasurer.

- A. Shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, the Articles of Incorporation, or these Bylaws.
- B. Shall disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Corporation.
- C. May be required to give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration to the Corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Corporation.

Section 8. The Vice-President. The Vice-President shall be vested with all the powers as required to perform all the duties of the President in the President's absence, and such other duties as may be prescribed the Board of Directors.

Section 9. Vacancies. If the office of any Director, or of the President, Vice-President, Secretary, or Treasurer, or one or more becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining Directors, by a majority vote of the whole Board of Directors, provided for in these Bylaws, may choose a successor or successors who shall hold office for the unexpired term.

Section 10. Resignations. Any Director or other officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE IV Membership

Section 1. There shall be no stock certificates issued by this Corporation

Section 2. Transfers of membership shall be made only on the books of the Corporation, and notice of acceptance of such transferee as a member of the Corporation shall be given in writing to such transferee by the President and Secretary of the Corporation. Transferor, in such instance, shall automatically be no longer a member of the Corporation. Membership in the Corporation may be transferred only as an incident to the transfer of the transferor's condominium parcel and his undivided interest in the common elements of the Condominium, and such transfers shall be subject to the procedures set forth in the Declaration.

Section 3. **Voting Members.** The voting member for a unit shall be designated by the owner or owners of the majority interest in a condominium unit by filing a signed written statement with the Secretary of the Association. The voting member so designated shall continue to cast the vote for all owners of interests in a single condominium unit until another person is properly designated as the voting member by those persons or entities owning the majority interests in such unit by a similar written statement filed with the Secretary.

An owner or owners of a single condominium parcel shall collectively be entitled to one (1) vote, which vote shall be cast by the voting member and shall not be divided.

An owner or owners of more than one (1) condominium parcel may designate a voting member for each such condominium parcel owned. Failure by an owner or owners who own the majority interest in any single condominium parcel to file the aforementioned written, sworn statement with the Secretary prior to a Members' Meeting, will result in depriving such owner or owners of a single condominium parcel of a vote at such meeting.

Section 4. In the event the owner of a condominium parcel is not a natural person, the subject entity shall designate a natural person, who shall be entitled to occupy the condominium parcel, and such natural person shall be a member of the Corporation, subject to the procedures set forth in the Declaration.

ARTICLE V Meetings of Membership

Section 1. **Place.** All meetings of the corporate membership shall be held at the office of the Corporation, or such other place as may be stated in the notice.

Section 2. **Annual Meeting.** Regular Annual Meetings shall be held on the second Monday of November of each year.

Section 3. **Membership List.** At least ten (10) days before every election of Directors, a complete list of Members entitled to vote at said election, arranged numerically by apartment units, with the residence of each, shall be prepared by the Secretary. Such list shall be produced

and kept for said ten (10) days and throughout the election at the off of the Corporation, and shall be open to examination by any Member throughout such time.

Section 4. **Special Meetings.**

- A. Special Meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of ten (10) Members. Such request shall state the purpose or purposes of the proposed meeting.
- B. Written notice of a Special Meeting of Members, stating the time, place and object thereof, shall be served upon or mailed to each member entitled to vote thereat, at such addresses as appear on the books of the Corporation, at least five (5) days before such meeting.
- C. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 5. **Right to Vote.** At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting, or subsequent adjourned meetings thereof.

Section 6. **Vote Required to Transact Business.** When a quorum is present at any meeting, the majority of the vote of the members present in person or represented by written proxy, shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Florida Statutes, the Declaration, the Certificate of Incorporation, or of these Bylaws, a different vote is required; in which case such express provision shall govern and control the decision of such question.

Section 7. **Quorum.** Fifty-one (51%) percent of the total number of members of the Corporation present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 8. **Waiver and Consent.** Whenever the vote of members at a meeting is required or permitted by any provision of the Statutes or the Certificate of Incorporation, or these Bylaws to be taken in connection with any action of the Corporation, the meeting and vote of members may be dispensed with if all the members who would have been entitled to vote upon

the action of such meeting, if such meeting were held, shall consent in writing to such action being taken.

ARTICLE VI Notices

Section 1. **Definition.** Whenever, under the provisions of the Statutes, the Certificate of Incorporation, or of these Bylaws, notice is required to be given to any Director or member, it shall not be construed to mean personal notice; but such notice may be given in writing by mail, depositing the same in a post office or letter box in a postpaid, sealed wrapper, addressed as appears on the books of the Corporation.

Section 2. **Service of Notice – Waiver.** Whenever any notice is required to be given under the provisions of the Statutes, or the Certificate of Incorporation, or of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE VII Finances

Section 1. **Fiscal Year.** The fiscal year shall begin the first day of January in each year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the Corporation.

Section 2. **Checks.** All checks or demands for money and notes of the Corporation shall be signed by any two of the following officers: President, Vice-President, Secretary, or Treasurer, or by such officer or officers, or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII Seal

There is no official seal of the Corporation and none is required to be used.

ARTICLE IX Miscellaneous Rules

In addition to the other provisions of these Bylaws, the following rules and regulations, together with such additional rules and regulations as may hereafter be adopted by the Board of Directors, shall govern the use of the condominium units and the conduct of all residents thereof.

A. The condominium units shall be used only for residential purposes.

- B. Owners shall not use or permit the use of their premises in any manner which would be disturbing or be a nuisance to other owners, or in such a way as to be injurious to the reputation of the property.
- C. The use of the condominium units shall be consistent with existing law, these restrictions, and so long as such use does not constitute a nuisance.
- D. Condominium units may not be used for business use, nor for any commercial use whatsoever.
- E. Common elements shall not be obstructed, littered, defaced nor misused in any manner.
- F. No structural changes or alterations shall be made in any unit, except upon approval of the Board of Directors.

ARTICLE X

Default

- A. In the event an owner of a condominium parcel does not pay any sums, charges or assessments required to be paid to the Corporation within thirty (30) days from the due date, the Corporation, acting on its own behalf or through its Board of Directors or Manager acting on behalf of the Corporation, may foreclose the lien encumbering the condominium parcel created by non-payment of the required monies in the same fashion as mortgage liens are foreclosed. The Corporation shall be entitled to the appointment of a Receiver if it so requests. The Corporation shall have the right to bid on the condominium parcel at a foreclosure sale and to acquire, hold, mortgage and convey the same. In lieu of foreclosing its lien, the Corporation may, through its Board of Directors, or Manager acting in behalf of the Corporation, or in its own behalf, bring suit to recover a money judgment for sums, charges or assessments required to be paid to the Corporation without waiving its lien securing same. In any action, either to foreclose its lien or to recover a money judgment brought by or on behalf of the Corporation against a condominium parcel owner, the losing defendant shall pay the costs thereof, together with a reasonable attorney's fee.

If an action of foreclosure is brought against the owner of a condominium parcel for the non-payment of monies due the Corporation, and as a result thereof the interest of the said owner in and to the condominium parcel is sold, then, at the time of such sale, the condominium parcel owner's membership shall be canceled and membership shall be issued to the purchaser at the foreclosure sale.

If the Corporation becomes the owner of a condominium parcel by reason of foreclosure, it shall offer said unit for sale and at such time as a sale is consummated, it shall deduct from such proceeds all sums of money due it for monthly assessments and charges, all costs incurred in the bringing of the foreclosure suit, including reasonable attorney's fees, and any and all expenses incurred in the re-sale of the condominium parcel, which shall include, but not be limited to advertising expenses, real estate brokerage fees and expenses necessary for

the repairing and refurbishing of the condominium parcel in question. All monies remaining after deducting the foregoing items of expense shall be returned to the former owner of the condominium parcel in question.

- B. In the event of violation of the provisions of the enabling Declaration, corporate charter or restrictions and Bylaws, as the same are now or may hereafter be constituted, the Corporation, on its own behalf, may bring appropriate action to enjoin such violation or to enforce the provisions of the documents just hereinabove enumerated, or sue for damages, or take all such course of action at the same time, or for such other legal remedy it may deem appropriate.

In the event of such legal action brought against a condominium owner, the losing defendant shall pay the plaintiff's reasonable attorney fee and court costs. Each owner of a condominium parcel, for himself, his heirs, successors and assigns, agrees to the foregoing provisions relating to default and abatement of nuisance, regardless of the harshness of the remedy available to the Corporation and regardless of the availability of the other equally adequate legal procedures. It is the intent of all owners of condominium parcels to give to the Corporation a method and procedure which will enable it at all times to operate on a business-like basis, to collect those monies due and owing it from owners of condominium parcels and to preserve each other's right to enjoy his condominium unit free from unreasonable restraint and nuisance.

ARTICLE XI

Registers

Section 1. The Secretary of the Corporation shall maintain a register in the corporate office showing the names and addresses of members.

Section 2. Any application for the transfer of membership or for a conveyance of Interest in a condominium parcel shall be accompanied by an application fee to be set by the Board of Directors, said fee to comply in all respects with the provisions of the Condominium Act.

Section 3. The Corporation shall maintain a suitable register for the recording of pledged or mortgaged condominium parcels. Any pledgee or mortgagee of a condominium parcel may, but is not obligated to, notify the Corporation in writing of the pledge or mortgage. In the event notice of default is given any member, under an applicable provision of the Bylaws, the Articles of Incorporation, or the Declaration, copy of such notice shall be mailed to the registered pledgee or mortgagee.

ARTICLE XII

Surrender

In the event of the legal termination of a membership and of the occupancy rights thereunder, the member or any other person or persons in possession by or through the right of the member, shall promptly quit and surrender the owned unit to the Corporation in good repair, ordinary wear and tear and damage by fire or other casualty excepted, and the Corporation shall

have the right to re-enter and to repossess the owner unit. The member, for himself and any successor in interest, by operation of law or otherwise, hereby waives any and all notice and demand for possession if such be required by the Laws of Pinellas County, State of Florida, or the United States of America.

ARTICLE XIII
Amendment of Bylaws

The Bylaws of the Corporation may be altered, amended or repealed, unless specifically prohibited herein, at any regular or special meeting of the members by an eighty percent (80%) vote of all voting members present and voting at a properly called membership meeting, unless a contrary vote is required pursuant to the Articles of Incorporation, and provided that notice of said membership meeting has been given in accordance with these Bylaws, and that the notice contained a full statement of the proposed amendment. No modification or amendment to the Bylaws shall be valid unless set forth or annexed to a duly recorded amendment to the Declaration of Condominium.

ARTICLE IV
Construction

Wherever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires. Should any of the covenants herein imposed be void or be or become unenforceable at law, or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

HARBOR HILL CONDOMINIUM
APARTMENTS ASSOCIATION, INC.

By: _____

Philip W. Baird, President

ATTEST:

Bertha Fink, Secretary