

BY-LAWS

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OF

**MIAMI LAKES LAKE MARTHA HOMEOWNERS'
ASSOCIATION NO. 2, INC.**

ARTICLE 1
DEFINITIONS

Section 1. "Association" shall mean and refer to Miami Lakes Lake Martha Homeowners Association No. 2, Inc., a non-profit corporation organized and existing under the laws of the State of Florida.

Section 2. "Properties" shall mean and refer to:

Lots 2 through 28, both inclusive, Block 34; and Lots 2 through 19, both inclusive, Block 35, of MIAMI LAKES LAKE MARTHA SECTION Plat Book 86, Page 76. (Formerly part of Miami Lakes Lake Martha Homeowners' Association No. 4, Inc.)

Lots 1 through 32, both inclusive, Block 39, of MIAMI LAKES LAKE MARTHA SECTION Plat Book 86, Page 76. (Formerly part of Miami Lakes Lake Martha Homeowners' Association No. 3, Inc.)

Lots 2 through 16, both inclusive, Block 36; Lots 1 through 21, both inclusive, Block 37; and Lots 1 through 24, both inclusive, Block 38; of MIAMI LAKES LAKE MARTHA SECTION Plat Book 86, Page 76.

Lots 1 through 62, both inclusive, Block 40, and Lots 1 through 24, both inclusive, Block 41, MIAMI LAKES LAKE MARTHA SECTION Plat Book 86, Page 76. (Formerly part of Miami Lakes Lake Martha Homeowners' Association No. 1, Inc.)

Lots 29, Block 34; and Lots 18, 19, and 20, Block 36; of PARK ADDITIONS TO MIAMI LAKES, according to the Plat thereof, recorded in Plat Book 89, Page 73, Dade County Public Records. (Formerly part of Miami Lakes Lake Martha Homeowners' Association No. 4, Inc.)

Section 3. "Owner" shall mean and refer to the record owner(s) of the fee simple title to any Lot situated upon the Properties.

Section 4. "Member" shall mean and refer to all those owners who are members of the Association as provided in Article III, Section 1, of the Articles of Incorporation of the Association.

ARTICLE II
BOOKS AND PAPERS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours and upon adequate notice consistent with Chapter 617, Florida Statutes, as same may be amended from time to time, be subject to the inspection of any member of the Association.

ARTICLE III
MEMBERSHIP

Section 1. Membership in the Association is as set forth in Article III of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association. The obligation to pay assessments is imposed against each Owner of, and becomes a lien upon, the Lot against which such assessments are made pursuant to the covenants and restrictions to which the Properties are subject.

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall consist of twelve directors and shall be elected at the annual meeting from among the Association's Members. The election shall be decided by a plurality vote of all Members present in person or by proxy at the annual meeting.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

Section 3. The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the annual meeting, provided a quorum of Directors is present, or as soon thereafter as may be practicable. The Board of Directors shall elect from among themselves as executive officers of the Association a President, Vice-President, Secretary and Treasurer. Any

action taken at such meeting shall be by a majority of the whole Board.

Section 4. Regular meetings of the Board of Directors may be held any place or places within Miami Lakes, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. Regular and/or special meetings of the Board of Directors shall be open to all owners, and notices of Board meetings shall be provided in any manner consistent with the requirements of Chapter 617, Florida Statutes. Notice of any meeting at which assessments against Lots are to be considered shall specifically contain a statement to that affect as well as a statement of the nature of such assessments.

Section 6. At any meeting of the Board of Directors a quorum shall consist of a simple majority of the entire Board or four directors, whichever is fewer.

ARTICLE V
OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly noticed regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors.

Section 3. The Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 5. The Treasurer shall have the care and custody of all the moneys and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all moneys received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 6. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI
MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the Members shall be held on the fourth Tuesday of the month of November in each year at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of twenty-five percent (25%) of the entire membership.

Section 3. Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to the Member's address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least fourteen (14) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall

involve an election or any action governed by the Articles of Incorporation or by the Declaration of Covenants and Restrictions, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at a meeting of Members of ten (10) Members in good standing shall constitute a quorum for any action governed by these By-Laws. Decisions of the Members shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

Section 5. Members may vote in person or by proxy. Proxies must be in writing and signed by all record owners of a Lot or the person designated in a voting certificate signed by all such owners as the person authorized to cast the vote attributable to such Lot.

ARTICLE VII **ENFORCEMENT**

Section 1. The Association may levy reasonable fines, not to exceed One Hundred Dollars (\$100.00) per violation or such greater amount as may be permitted by law from time to time, against any member or his tenants, guests or invitees for any violation of the covenants and restrictions of record as well as violations of the provisions of the Association's Articles of Incorporation, By-laws or rules and regulations as all may be amended from time to time. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no such fine shall exceed One Thousand Dollars (\$1,000.00) in the aggregate or such greater amount as may be permitted by law from time to time.

A fine may not be imposed without notice of at least fourteen (14) days to the person sought to be fined or suspended and an opportunity for a hearing before a committee of at least three (3) members appointed by the Board who are not officers, directors or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee. If the committee, by majority vote, does not approve a proposed fine, it may not

be imposed. Any unpaid fine(s) shall be treated as an assessment, and shall become a continuing lien against such member's Lot which may be foreclosed in accordance with Florida law.

Section 2. Should a Member fail to maintain his Lot in a fashion consistent with the covenants and restrictions to which his Lot is subject, these By-laws or any rules and regulations as same may be adopted and amended from time to time, the Association shall have the right to enter the Lot and perform any maintenance and/or repair work necessary to bring the Lot and any improvements thereon into compliance with the provisions of the said covenants and restrictions, By-laws and/or any rules and regulations. The costs of such maintenance and repair work shall be treated as an assessment, and shall become a continuing lien against such Member's Lot which may be foreclosed in accordance with Florida law.

Section 3. Any Member leasing his Lot must notify the Association of said lease in writing at least fifteen (15) days before the commencement of the lease period by providing the Association with a copy of the lease. Prospective lessees must place a security deposit not to exceed one month's rent in an escrow account maintained by the Association. The security deposit shall be used to defray, if necessary, the costs of maintenance and repair undertaken by the Association pursuant to Section 2 herein.

ARTICLE VIII **AMENDMENTS**

Section 1. These By-laws may be amended in the following manner: (1) at a duly noticed meeting of the Members at which a quorum is present upon the affirmative vote of a majority of Members present in person or by proxy; or (2) at a regular or special meeting of the Board of Directors, provided that the notice to the directors of the meeting disclosed the information that the amendment of the By-laws was to be considered. Notwithstanding the above, the provisions which are governed by the

Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law. Furthermore, any matter stated herein to be or which is in fact governed by the Declaration of Covenants and Restrictions referred to herein may not be amended except as provided in such Declaration.

Section 2. In case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions to which the Properties are subject and these By-laws, the Declaration of Covenants and Restrictions shall control.

WE HEREBY CERTIFY that the foregoing By-laws of MIAMI LAKES LAKE MARTHA HOMEOWNERS ASSOCIATION NO. 2, INC., a corporation not for profit under the laws of the State of Florida, were duly adopted by the Board of Directors of said Association.

Michael Russo
Michael Russo, President

Jane Spivey
Jane Spivey, Secretary

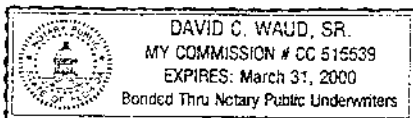
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

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

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Michael Russo, President and Jane Spivey, Secretary, of Miami Lakes Lake Martha Homeowners' Association No. 2, Inc., on behalf of the corporation. They (who are personally known to me)/(who have produced PERSONALLY KNOWN identification) and (did)/(did not) take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 29 day of JULY, 1999.



David C. Waud, Sr.
Notary Public - State of Florida
DAVID C. WAUD, SR.

Print Name: _____
My Commission Expires: _____