

BY-LAWS OF

A QUIET PLACE IN THE COUNTRY, INC.

ARTICLE ONE

INTRODUCTION

1.01 Definition of By-Laws. These By-Laws constitute the code of rules adopted by A QUIET PLACE IN THE COUNTRY, INC., a non-profit corporation, for the regulation and management of its affairs.

1.02 Purposes and Powers. This corporation will have the purposes and powers as may be stated in its Articles of Incorporation, as may be granted hereafter by law. The primary purposes of this corporation are to: (1) enforce certain restrictive convenient covering and running with title to real property in the A QUIET PLACE IN THE COUNTY Subdivision, all Units; (2) to maintain, construct, acquire, regulate and otherwise deal with equestrian trails, nature trails, paths, roadways, roads and recreation easements located on and in the aforesaid Subdivision; (3) to buy, lease and maintain recreational facilities, including but not limited to playgrounds, barbecue pits, swimming pools, basketball, tennis and other courts for the enjoyment and recreation of the members of this corporation and their families; (4) to establish an architectural committee for the purpose of approving plans for buildings and structures in accordance with the restrictive covenants here in before referred to.

ARTICLE TWO

OFFICES AND AGENCY

2.01 Principal Office. The principal place of business of the corporation, as well as its registered office, shall be 185 Lakeside West, Daytona Beach, Florida 32124-6614. The Board of Directors of the corporation may from time to time change both the principal place of business and registered office of the corporation by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE

MEMBERSHIP

3.01 Definition. Membership in this corporation is open to, and members shall be owners of real property within A QUIET PLACE IN THE COUNTY Subdivision, all Units.

3.02 Duration. Duration of membership shall be for and during the period of time that such member shall be the owner of real property within A QUIET PLACE IN THE COUNTY Subdivision, all Units.

3.03 Annual Member Dues. The rate of assessment of annual member dues shall be determined from time to time by resolution of the Board of Directors, but in no event may the annual assessment be increased more than ten (10%) percent per year except by unanimous vote of the membership. Failure to pay any duly authorized assessment of annual dues within thirty (30) days of the due date shall entitle the corporation to place a lien on the property for the payment of same.

3.04 Special Assessments. Special assessments not to exceed an amount the sum of \$100.00 for each such special assessment may be assessed members of the corporation if approved by a majority of all corporation members. Special assessments shall be due and payable forty-five (45) days from the date of member ratification.

3.05 Annual Members' Meeting. The annual meeting of members of the corporation shall be held sometime during the calendar months of April, May or June, at a date, time and place to be determined by the Board of Directors for the purpose of transacting business authorized to be transacted by the members. The place of the meeting shall be within Volusia County, Florida.

3.06 Special Members' Meetings. Special meetings of the members may be called by either of the following:

- (1) The President or Vice-President;
- (2) A majority of the directors of the corporation; and
- (3) Members having at least ten (10%) percent of the votes which all members are entitled to cast at such meetings.

3.07 Notice of Members' Meetings. Written or printed notice, stating the date, time and place of the meeting, and in the case of a special meeting, the purpose or purposes for which such meeting is called, must be delivered not less than ten (10) nor more than sixty (60) days before the date of the members' meeting, either personally, by U.S. Mail (first class if less than thirty (30) days), by telegram or at the direction of the President, the Secretary or the officers or other persons or members calling the meeting, to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the U.S. Mail addressed to the member at his address as it appears on the records of the corporation or the address on his ad valorem tax bill, with postage prepaid. An affidavit under oath signed by the person making the mailing will suffice for proof of deposit in the U.S. Mail.

3.08 Voting Rights. Each lot of each Unit of the subdivision shall have one (1) vote in all matters and unless otherwise set forth in the corporation's Articles of Incorporation or these By-Laws. The vote of a lot owned by more than one person (including husband and wife), a firm, corporation, or other entity shall lose their right to vote on that subject at the meeting. If the owners do not designate a voting agent or member, and only one owner is present at the meeting, the person present may cast the lot vote just as though he or she owned the lot individually and without establishing the concurrence of the absent owner(s).

3.09 Proxy Voting. A member may vote either in person or by proxy executed in writing by the member or by his duly appointed attorney-in-fact. No proxy will be valid after eleven (11) months unless otherwise stated in said proxy.

3.10 Quorum of Members. Unless otherwise provided in the corporation's Articles of Incorporation or these By-Laws, the number or percentage of members entitled to vote, represented in person or by proxy, which constitutes a quorum at a meeting of members shall be ten (10%) percent plus one (1). If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise required by law, the Articles of Incorporation, as amended and restated, or these By-Laws.

ARTICLE FOUR

DIRECTORS

4.01 Definition. The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation subject to law, the Articles of Incorporation, as amended and restated, and these By-Laws.

4.02 Structure of the Board. The Board of Directors shall be constituted of not more than thirteen (13) and not less than four (4) directors. The four (4) executive officers of the corporation, to-wit: President, Vice-President, Secretary and Treasurer, shall be directors. The President shall be the Chairman of the Board of Directors.

4.03 Qualifications of Directors. Directors need not be residents of the State of Florida, but to be a director of the corporation one must be a member of the corporation.

4.04 Terms of Directors. Directors shall be elected for staggered terms at the annual meeting of members of the corporation and shall hold office for three (3) years from the date of installation and until their successors are elected, qualified and hold their first meeting. Commencing with the 1986 annual members meeting, directors 1-5 shall be elected for a term of three (3) years; directors 6-10 shall be elected for a term of two (2) years; and the remaining shall be elected for a term on one (1) year. There shall be no limit to the number of consecutive terms a director shall be allowed to serve.

4.05 Vacancies on the Board. In the case of vacancy on the Board of Directors, the remaining directors shall fill such vacancy by appointment from the corporate membership, and said appointed director(s) shall serve until the next regular election of directors.

4.06 Meetings of the Board of Directors. Regular and special meetings of the Board of Directors shall be held, with or without notice, at such date, time and place as the President or any two (2) of the remaining officers or directors shall determine from time to time. If possible, written notice of the date, time and place of special meetings of the Board shall be given to each director either by personal delivery or by first class mail, telegram or cablegram at least two (2) days before the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, the time of the meeting, or the manner in which it was called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.07 Director Quorum and Voting. A majority of the number of directors fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law fixing or providing for the number of directors, then of the number stated in the articles of incorporation, as amended and restated, shall constitute a quorum for the transaction of business unless a greater number is required by the articles of incorporation, as amended and restated, or the By-Laws. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the articles of incorporation, as amended and restated, or the By-Laws.

4.08 Removal of Directors. A director may be removed from office, with or without cause, by a majority vote of the members of the corporation acting at a meeting where a quorum is present, or by a two-thirds (2/3) vote of the Board of Directors acting at a duly called and authorized regular or special meeting.

ARTICLE FIVE

OFFICERS

5.01 Roster of Officers. The corporation shall have the following officers, to-wit: President, Vice President, Secretary and Treasurer.

5.02 Selection of Officers. Each of the officers of the corporation shall be elected and/or appointed annually by the Board of Directors. Each officer shall remain in office until a successor has been selected or appointed and qualified. Each officer serves at the pleasure of the Board of Directors and may be removed from office by a majority vote of the Board with or without cause.

5.03 Powers and Duties. Each of the officers of the corporation shall have all the powers and duties normally and customarily specifically assigned by the Board of Directors. All officers and directors of the corporation shall have and possess all of the powers, duties and immunities enumerated in Florida Statutes, Chapters 607 and 617, now and as they may be altered and amended from time to time.

ARTICLE SIX

INFORMAL ACTION

6.01 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business transacted.

6.02 Action by Consent. Any action required by law, by the Articles of Incorporation or these By-Laws, or any action which otherwise may be taken at a meeting of either the members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the corporation.

ARTICLE SEVEN

COMMITTEES

7.01 Definition of Directorial Committees. This corporation may have certain committees each of which shall have on the committee two (2) or more directors. Nothing shall prohibit non-director members of the Association from serving on such committees. Such committees shall have and exercise some prescribed and authority of the Board in reference to affecting any of the following:

- (1) Submission to the members of any action for which the approval of members is required by law;
- (2) filling vacancies on the Board;
- (3) adoption, amendment or repeal of the Articles of Incorporation or these By-Laws;
- (4) amendment or repeal of any resolution of the Board; and/or
- (5) action on matters committed by By-Laws or resolution of the Board to another committee of the Board.

7.02 Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate or appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board to exercise in the management of this corporation. However, the creation of such Directorial Committees will not operate to relieve the Board, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT

OPERATIONS

8.01 Fiscal Year. The fiscal year of this corporation shall be from September 1st through August 31st.

8.02 Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by those officers specifically designated by the Board from time to time. Contracts, leases or other instruments signed by the President or Vice-President and acknowledged or attested to by the Secretary, and will have attached copies of authorizing their execution.

8.03 Books and Records. The corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors and Directorial Committees. The corporation will keep at its registered office or principal place of business a membership register giving the names, addresses and other details of membership of each, and the original or copy of its By-Laws, including amendments to date certified by the Secretary of the corporation.

8.04 Inspection of Books and Records. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

8.05 Nonprofit Operations, Compensation. This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its members, Directors or officers. However, the corporation may pay compensation in reasonable amount to members, Directors or officers for services rendered.

8.06 Miscellaneous.

- (1) This corporation shall not make any loans to any of its members, Directors or officers.
- (2) On dissolution, assets of the corporation remaining after payment or discharge of all liabilities shall be distributed in accordance with its Articles of Incorporation, as amended and restated.

ARTICLE NINE

AMENDMENTS

9.01 Amendments to Articles of Incorporation and By-Laws. Amendment to the Articles of Incorporation, as amended and restated, and to these By-Laws, shall be made, altered or rescinded by majority vote of the Board of Directors of the corporation. Nothing shall prevent said Board from presenting to the members of the corporation all such amendments, alterations or rescissions for approval and/or ratification, before or after the fact.

Recorded: April 23, 1986.