

BY-LAWS

OF

LEXINGTON AT LONE OAK HCMEOWNERS ASSOCIATION. INC.

1. GENERAL

1.1 These are the By-Laws of LEXINGTON AT LONE OAK HOMEOWNERS ASSOCIATION, INC., hereinafter the "Corporation", a corporation not for profit organized under the laws of Florida for the purpose of operating a residential homeowners association.

1.2 Principal office. The office of the Corporation shall initially be at 6734 Lone Oak Blvd., Naples, Florida 33942, and thereafter may be located at any place in Collier County, Florida, designated by the Board.

1.3 Seal. The seal of the corporation shall be inscribed with the name of the Association and the year of its organization. The seal may be used by causing it, or a facsimile of it to be Impressed, affixed, reproduced or otherwise placed upon any document or writing of the Corporation where a seal may be required.

1.4 Explanation of Terminology. The defined terms in the Declaration of Restrictions and Covenants for LEXINGTON AT LONE OAK UNIT ONE and LEXINGTON AT LONE OAK UNIT TWO are incorporated herein by reference.

2. MEMBERS

The qualification of Members, the manner of their admission to membership in the Corporation and the termination of such membership and the voting by Members shall be as set forth in the Articles of Incorporation of Lexington at Lone Oak Homeowners Association, Inc. The termination of membership in the Corporation does not relieve or release any former member from liability or obligation incurred under or in any way connected with the Corporation during the period of his membership, nor does it impair any rights or remedies which the Corporation may have against any former owner or member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto.

3. MEMBERS' MEETINGS

3.1 Annual Meetings. The first annual meeting of the members shall be held within two years from the date of the closing of the sale of the first site, and subsequent regular annual meetings of the members shall be held during the month of March each calendar year thereafter, at a date, time and place designated by the Board of Directors. The purpose of the Annual Meeting shall be to hear reports of the officers, and transact any other business authorized to be transacted by the Members.

3.2 Special Members' Meetings. Special members' meetings must be held whenever called by the President or by a majority of the Board of Directors, and must be promptly called by the Board upon receipt of a written request from the members entitled to cast at least one-third (1/3) of the votes of the entire membership. Such requests shall state the purpose or purposes of the meeting, and shall be signed by all the members making the request. Business at any special meeting shall be limited to the items specified in the request and contained in the notice of meeting.

3.3 Notice of Members' Meetings. Written notice of all members' meetings shall be mailed to each member at his address last appearing on the books of the Corporation. The member bears the responsibility for notifying the Corporation of changes of address. Such notice shall specify the time and place of the meeting, and in the case of a special meeting the purpose of the meeting. Notices shall be mailed to the said address not less than ten (10) days prior to the date of the meeting unless specifically waived in writing by a member prior to such required notification period. Proof of such mailing shall be given by the affidavit of the person giving the notice. The notice of all Annual Meetings shall, in addition, specify the number of Directors of the corporation to be designated by Developer and the number of Directors to be elected or designated by the members, if any. All notices shall be signed by an officer of the Corporation or reflect a facsimile of of such a signature.

3.4 Quorum. A quorum at members' meetings shall be attained by the presence, either in person or by proxy, of persons entitle to cast thirty-three and one-third percent (33 1/3%) of the votes of the entire membership.

3.5 Vote Required for Actions. The acts approved by a majority of the votes cast at a duly called meeting at which a quorum shall have been attained shall be binding upon all members for all purposes, except where a higher vote is required by law or by any provision of the documents.

3.6 Proxies. Votes may at a meeting be cast in person or by proxy. A proxy may be given by any person entitled to vote, but shall be valid only for the specific meeting for which originally given and any lawful adjournment of that meeting. No proxy shall be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid a proxy must be in writing, dated, signed by the person authorized to cast the vote for the lot, specify the date, time and place of the meeting for which it is given, and be filed with the Secretary at least forty-eight (48) hours before the appointed time of the meeting. Holders of proxies need not be members. No proxy shall be valid if it names more than one person as the holder of the proxy, but the holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy.

3.7 Adjourned Meetings. Any duly called meeting may be adjourned to a later time by vote of the majority of the voting interests present, regardless of whether a quorum have been attained. When a meeting is adjourned it shall not be necessary to give notice of the time and place of its continuance if such are announced at the meeting being adjourned.

3.8 Order of Business. The order of business at members' meetings shall be substantially as follows:

- A. Certification of quorum and proxies
- B. Proof of notice or waiver of notice of meeting
- C. Reading and disposal of any unapproved minutes
- D. Reports of Officers
- E. Reports of Committees
- F. Unfinished Business
- G. New Business
- H. Adjournment

3.9 Minutes. Minutes of all meetings of members and of the Board of Directors shall be kept in a businesslike manner and available for inspection by members or their authorized representatives and Board members at all reasonable times and for a period of at least seven (7) years after the meeting.

3.10 Parliamentary Rules. The President may appoint a Parliamentarian whose decision on Parliamentary questions shall be final. Any question or point of order not raised at the meeting to which it relates shall be deemed waived.

3.11 Action by Members without minutes. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if written agreement setting forth the action to be taken, is signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting, or a majority of the total votes of the entire membership, whichever is greater. Upon receiving the requisite number of written consents within the deadline set for receiving them in the notice to the membership, the Board of Directors may take the authorized action upon adopting a resolution to that effect. Nothing in this paragraph shall be construed in derogation of the members' rights to call a special meeting of the membership, as elsewhere provided in those By-Laws.

3.12 Voting Rights. Voting rights of members shall be as stated in the Articles. Votes of Owner Members may be cast in person or by proxy.

4. BOARD OF DIRECTORS; DIRECTORS' MEETINGS The business and administration of the Corporation shall be by its Board of Directors.

4.1 Number, Terms of Service and Election. The number of Directors which shall constitute the whole Board of Directors shall not be less than three (3) or greater than nine (9), the exact number of Board members to be determined by the Developer prior to turnover of control, and by the members subsequent to the turnover of control. Except for Directors appointed by the Developer, each Director's term of office shall be for one year, and shall extend until the next Annual Members' Meeting and thereafter until his successor is duly elected and qualified or until he resigns or is removed in the manner elsewhere provided. At each Annual Meeting the members shall elect as many Directors as there are regular terms of Directors expiring or vacancies to be filled. The nominating committee, if any, shall submit its recommended nominees in time to be sent to the members with notice of the annual meeting. Any other eligible person may also be nominated as a candidate at the annual meeting. Directors shall be elected by a plurality of the votes cast.

4.2 Vacancies on the Board. Except for those Directors appointed, by the Developer, if the office of any Director or Directors, becomes vacant for any reason, a majority of the remaining Directors, though less than a quorum shall promptly choose a successor or successors who shall hold office until the next annual meeting. At the next annual meeting, the members shall elect a person or persons to fill the remaining unexpired term or terms, if any.

4.3 Organizational Meeting. The organizational meeting of a newly elected Board shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected. No further notice of the organizational meeting shall be necessary.

4.4 Regular and Special Meetings. All meetings of the Board may be held at such times and places in Collier County, Florida as shall be determined from time to time by a majority of Directors. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one-third (1/3) of the Directors. "Regular Meetings" are those scheduled at least thirty (30) days in advance.

4.5 Notice to Directors. Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Director personally by mail, telephone or telegraph at least three (3) days prior to the day named for such meeting unless such notice is waived before, during or after such meeting. Any Director may waive notice of the meeting in writing before, during or after a meeting and such waiver shall be deemed equivalent to the receipt to of notice by such Director.

4.6 Quorum, Vote Required to Transact Business. A quorum of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. A Director may join in the action of a meeting of the Board by signing the minutes thereof; however, such signing shall not constitute the presence of such Director for the purpose of determining a quorum. Matters approved by a majority of the Directors present at a meeting at which a quorum is present shall constitute the official acts of the Board, except as may be otherwise specifically provided by law. If at any meetings of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned

meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board.

4.7 Presiding Officer. The presiding officer at all Board meetings shall be the President. In the absence of the President, the Directors shall designate any one of their number to preside.

4.8 Compensation. Director's fees, if any, shall be determined by the Members. Directors may be reimbursed for any reasonable expenditures incurred for the benefit of the Corporation upon approval of the President, or in the case of expenditures by the President upon approval of the Vice-President.

4.9 Executive Committee. The Board shall have the power to appoint an Executive Committee(s) of the Board consisting of not less than three (3) Directors. An Executive Committee shall have the exercise of such powers of the Board as may be delegated to it by the Board.

4.10 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of Directors at a duly called meeting.

4.11 Removal of Directors. Any or all Directors, may be removed with or without cause by a majority vote of the entire membership either by a written petition or at any meeting called for that purpose. If a petition is filed for the removal of more than one Director, the question shall be voted separately as to each Director sought to be removed. If a special meeting is called by ten percent (10%) of the voting interests for the purpose of recall, the notice of the meeting must be accompanied by a dated copy of the signature list, stating the purpose of the signatures. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date that notice of the meeting is given.

4.12 Presumption of Assent. A Director who is present at a meeting of the Board shall be deemed to have voted in favor of any action taken unless he voted against such action or abstained

from voting because of an asserted conflict of interest.  
No other grounds for abstention shall be recognized.

4.13 Other Committees. The Board of Directors may appoint from time to time such standing or temporary committees, as the Board may deem necessary and convenient for the efficient and effective operation of the Corporation. Any such committee shall have the powers and duties assigned to it in the resolution creating the committee.

5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All powers and duties granted to the Corporation by law, as modified and explained in the Declaration, Articles of Incorporation, and these By-Laws, shall be exercised by the Board of Directors, subject to approval or consent of the unit owners only when such is specifically required.

5.1 Powers. The Board of Directors shall have power to:

(A) Adopt and publish rules and regulations governing the use of the Corporation property, and the personal conduct of the members and their guests thereon. The Board may also, pursuant to Section 617.10(3), Florida Statutes, assess fines against members who commit violations of the LEXINGTON AT LONE OAK UNIT ONE and LEXINGTON AT LONE OAK UNIT TWO documents or Corporation rules and regulations, or who condone such violations by their family members, guests or lessees. The fines shall be in an amount deemed necessary by the Board to deter future violations, but in no event shall exceed \$100.00 per offense. Each day of a continuing violation shall be a separate offense. No fine shall be imposed until the Owner being fined has been given reasonable notice and an opportunity to be heard before the Board. The Corporation shall be empowered to collect fines assessed hereunder in the same manner as any other lawful charge against any lot and shall have the right to impose a lien on the lot for the enforcement of payment;

(B) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days as a penalty for infraction of published rules and regulations;

(C) Exercise for the Corporation all powers, duties and authorities vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(D) Declare the office of a member of the Board of Directors to be vacant if such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(E) Make assessments, collect the assessments, and use and expend the assessments to carry out the purposes and powers of the Corporation;

(F) Employ, dismiss and control the personnel necessary for the maintenance and operation of the property, and of the common areas and facilities including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.

5.2 Duties. It shall be the duty of the Board of Directors to:

(A) Cause to be kept in a book complete minutes of all meetings of members and of the Board of Directors for inspection by owners or their authorized representatives at any reasonable time. These records shall be retained for a period of not less than seven (7) years.

(B) Cause to be kept a complete and accurate record of all its acts and corporate affairs and to present a clear and detailed statement thereof to the members at the annual meeting.

(C) Supervise all officers, agents and employees of the Corporation, and see that their duties are properly performed.

(D) Adopt an annual budget for Operating Expenses and fix the amount of the annual assessments.

(E) Issue to any Owner within fifteen (15) days of demand for same, a certificate in writing signed by an officer of the Corporation, setting forth whether all assessments due from said Owner have been paid. Such certificate shall be conclusive evidence of payment of any Assessment or installment therein stated to have been paid.

(F) Procure and maintain adequate liability and casualty insurance on all properties required to be insured by the Corporation.

(G) Cause officers or employees having fiscal responsibilities to be bonded, if deemed appropriate, or if required by law.



6. OFFICERS

6.1 Officers and Elections. The executive officers of the Corporation shall be a President, and a Vice-President, a Treasurer and a Secretary, all of whom must be Directors. Each shall be elected annually by the Board of Directors and who may be removed with or without cause by vote of a majority of all Directors at any meeting. Any person may hold two or more offices, except that the President shall, not hold any other office. The Board of Directors shall, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Corporation. If the Board so determines, there may be more than one Vice-President.

6.2 President. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and Directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and resolutions of the Board are carried into effect. He shall execute bonds, mortgages and other contracts requiring seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Corporation.

6.3 Vice-Presidents. The Vice-Presidents in the order of their seniority shall, in the absence or disability of the President perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

6.4 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings in a book to be kept for the purpose, and shall perform like duties for committees when required. He shall give, or cause to be given, notice of all meetings of the members and of the Directors, and shall perform such other duties as may be prescribed by the Board or the President. He shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or the signature of the assistant secretary. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the LEXINGTON AT LONE OAK UNIT ONE and LEXINGTON AT LONE OAK UNIT TWO documents. Any of the foregoing duties may be performed by an Assistant Secretary, if one has been designated.

6.5 Treasurer. The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association, making 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 Association. Any of the foregoing duties may be performed by an Assistant Treasurer, if any has been designated.

7. INSPECTION OF BOOKS AND RECORDS

The books, records, papers and insurance policies of the Association shall, during reasonable business hours, be subject to inspection by any member or his authorized representative at the principal office of the Association, or other place where copies may be purchased at reasonable cost to the members requesting such copies.

8. FISCAL MATTERS

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

8.1 Depository. The Corporation shall maintain its accounts in such financial institutions in the State of Florida as shall be designated from time to time by the Board. Withdrawal of monies from such accounts shall be only by such persons as are authorized by the Board. The Board may invest Corporation funds in interest-bearing accounts, money market funds, certificates of deposit, U.S. Government securities, and other similar investment vehicles.

8.2 Budget. The Board shall adopt a budget of the anticipated Operating Expenses of the Corporation for each forthcoming calendar year.

8.3 Reserves for Capital Expenditures and Maintenance. In addition to annual Operating Expenses, the budget shall include reserve accounts for capital expenditures and deferred maintenance. The amount to be reserved shall be computed by a formula based upon estimated life and replacement cost of each item.

8.4 General Maintenance Reserves. In addition to the reserves provided in 8.3 above, or in place of them if the members so vote, the Board may establish one or more additional reserve accounts for general operating expenses, repairs, minor improvements or deferred maintenance. The purpose of the reserves is to provide financial stability and to avoid the need to special assessments on a frequent basis. The amounts proposed to be so reserved shall be shown in the proposed annual budget each year. These funds may be spent for any project within the above stated purposes.

8.5 Assessments. All assessments and special assessments shall be payable as provided for in the Declaration.

8.6 Deficiencies. The Directors shall not be required to guarantee the accuracy of their budget forecasts, expend personal funds to pay for Operating Expenses not budgeted or which shall exceed budgeted items, or engage in deficit spending. Should there exist any deficiency which results from there being greater Operating or Other Expenses than monies from Assessments, such deficit shall be carried into the next succeeding year's budget as a deficiency, or shall be the subject of Special Assessment.

8.7 Fidelity Bonds. The Treasurer and all other officers who are authorized to sign checks, and all Directors and employees of the Corporation handling or responsible for Corporation funds, shall be bonded in such amounts as may be required by law or otherwise determined by the Board of Directors. The premiums on such bonds shall be paid by the Corporation.

8.8 Financial Information. Not later than sixty (60) days after the close of each fiscal year, the Board shall prepare a financial statement showing in reasonable detail the financial condition of the Association as of the close of its fiscal year and an income and expense statement for the year, detailed by accounts. Copies of these statements shall be furnished to each Owner.

8.9 Audit. An audit of the accounts of the Corporation, if required by law, by vote of a majority of the voting interests, or by a majority of the Board of Directors, shall be made by a certified public accountant, and a copy of the audit report shall be available to all members.

8.10 Application of Payments and Commingling of Funds. All sums collected by the Corporation may be commingled in a single fund or divided into two or more funds, as determined by the Board of Directors. All payments on account shall be applied as to interest, delinquencies, costs and attorney's fees, other

charges, and general or special assessments, in such manner and amounts as the Board of Directors may determine.

9. RULES AND REGULATIONS: USE RESTRICTIONS

The Board may adopt, amend, modify or rescind rules and regulations for the operation and use of any of the Corporation property. Such rules and regulations shall not be inconsistent with the terms or provisions of the LEXINGTON AT LONE OAK UNIT ONE and LEXINGTON AT LONE OAK UNIT TWO documents. Copies of any rules and regulations promulgated, amended or rescinded shall be mailed or delivered to all Members shown on the records of the Corporation and shall not take effect until forty-eight (48) hours after such delivery or mailing.

9.1 Nuisance. No member shall use or permit a lot to be used in any manner which would be unreasonably disturbing, detrimental or a nuisance to the occupant of another lot or which would not be consistent with the maintenance of the highest standards for a first class residential community, nor permit the premises to be used in a disorderly or unlawful way.

9.2 Common Areas. Common areas shall not be obstructed, littered, defaced or misused in any manner. No signs are permitted unless first approved in writing by the Board of Directors. Driveways, walkways and patios located upon any lot shall be used only for the purpose intended, and they shall not be used for hanging garments or other objects, for cleaning of rugs or other household items, for storage of bicycles or other implements.

9.3 Repairs. Should a member at any time fail or refuse, after written notice from the Association to make repairs which the member is required to make, or to maintain his lot in good condition and repair, the Association may make such repairs or place his unit in proper condition and may enter, or cause its agents or servants to enter, upon the premises for that purpose, and all expenses incurred by the Association in doing so shall be paid by the member.

10. AMENDMENT OF BY-LAWS

Amendments to these By-Laws shall be proposed and adopted in the following manner:

10.1 Amendment by Members. After the Turnover Date, any By-Laws of the Corporation may be amended or repealed, and any new By-Laws of the Corporation may be adopted by a three-fourths (3/4s) of the voting interests present and voting at any Annual

Meeting or any special meeting of the Members called for that purpose, or by majority of all Members by written response in lieu of a Meeting, as permitted by these By-Laws.

10.2 Amendment by Developer. Until the turnover date, all amendments or modification to these By-Laws and adoption or repeal of By-Laws shall only be by action of the Developer, which shall have the power to amend, modify, adopt and repeal and By-Laws without the requirement of any consent or approval or vote of the Members.

10.3 Execution. A copy of each amendment shall be attached To a certificate that the amendment was duly adopted, which certificate shall be executed by officers of the Corporation with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier County, Florida. The Certificate must set forth the Book and Page of the Public Records where the Declaration is recorded.

11. MISCELLANEOUS

11.1 Gender. Whenever the masculine or singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.

11.2 Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

11.3 Conflict. If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these By-Laws and the Declaration or Articles of Incorporation, the Provisions of the Declaration or Articles of Incorporation shall Prevail over the provisions of the By-Laws.

The foregoing constitute the first By-Laws of LEXINGTON AT LONE OAK HOMEOWNERS ASSOCIATION, INC., and were duly adopted at the First meeting of the Board of Directors held on November 16, 1995.

Date: November 16, 1995.

LEXINGTON AT LONE OAK HOMEOWNERS  
ASSOCIATION, INC.

BY: \_\_\_\_\_  
ITS PRESIDENT

OR: 2121 PG: 0973

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer  
duly authorized to administer oaths and take acknowledgements  
personally appeared Robert L. Buck and  
\_\_\_\_\_ to me well known to be the  
persons described herein and/or who produced personally known  
as identification and who did/did not take an oath and who  
executed the foregoing instrument and acknowledged before me  
that they executed the same.

WITNESS my hand and official seal in the State and County  
aforementioned this 16th day of November, 1995

\_\_\_\_\_  
Notary Public

Michele Quintero  
\_\_\_\_\_  
Printed Name  
Commission Expires: