

This Instrument Prepared by
and return to:
Elizabeth R Mannion
STROHAUER, MANNION & SON, P.A
1150 Cleveland Street, Suite 300
Clearwater, FL 33577

KEN BURKE, CLERK OF COURT
AND COMPTROLLER PINELLAS COUNTY, FL
INST# 2014075654 03/18/2014 at 03:24 PM
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**CERTIFICATE OF FILING AND THE
BY-LAWS OF THE HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC.**

On February 24, 2014, an annual meeting was held of the Board of Directors and Association of THE HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC , a Florida Corporation, and together with not less than seventy-five (75%) percent of the voting members duly qualified to vote, by these presents and by separate written instruments which are maintained in the official records of the before-mentioned corporation and which are incorporated herein by reference, does hereby file BY-LAWS OF THE HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC , for recording in the Public Records of Pinellas County, Florida.

**SEE ATTACHED BY-LAWS OF THE HOMEOWNERS ASSOCIATION OF
MEYERS COVE, INC.**

THESE BY-LAWS OF THE HOMEOWNERS ASSOCIATION OF MEYERS COVE,
INC. are made this 5 day of March, 2014.

THE HOMEOWNERS ASSOCIATION OF
MEYERS COVE, INC

By: 

ROBERT BURNS, President

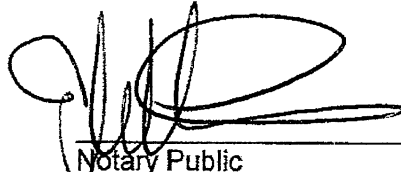
Attest: 

LISA MATTHEWS, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5 day of March, 2014, by ROBERT BURNS, as President of THE HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification.



Notary Public

My Commission Expires:

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5 day of March, 2014, by LISA MATTHEWS, as Secretary of THE HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Florida Driver License as identification.



Notary Public

My Commission Expires:



Eleni Kamboureis
State of Florida

My Commission Expires 11/24/2017
Commission No. FF 72964



Eleni Kamboureis
State of Florida

My Commission Expires 11/24/2017
Commission No. FF 72964

BY-LAWS OF
HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC.

ARTICLE I **Name**

The name of the corporation is HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC., hereinafter referred to as the "Association".

ARTICLE II **Offices**

The principal office of this corporation shall be within Meyers Cove in Tarpon Springs, Florida, or such other place in Florida as the Board of Directors ("the Board") shall determine.

ARTICLE III **Definitions**

The definitions contained in Article I of the Declaration are incorporated into these By-Laws and made a part hereof.

"Declaration" refers to the Declaration of Covenants, Conditions & Restrictions of Meyers Cove.

"Articles" refers to the Articles of Incorporation of the Homeowners Association of Meyers Cove, Inc.

"Director" refers to a member of the Board of Directors.

"Fiscal Year" refers to the twelve-month period commencing January 1 and terminating December 31 of each year.

ARTICLE IV **Membership**

Membership and voting rights shall be as established in the Declaration.

ARTICLE V **Membership Meetings**

Section 1 Annual Meeting

An annual meeting of the Membership shall be held in February of each calendar year on the date and at a time determined by the Board, provided there shall be an annual meeting every calendar year and no later than 13 months after the last preceding annual meeting.

Section 2 Special Meetings

Special Meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or upon written request of 25% of the Members.

Section 3 Notice of Meetings

Notice of meetings where annual or special assessments are to be considered shall be given in accordance with the requirements of Article IV, Section 5, of the Declaration

Notice of other meetings shall be given in accordance with Florida Statutes.

Section 4 Quorum

At least thirty (30%) percent of the members, in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Declaration, the Articles of Incorporation, or these By-Laws. If the required quorum is not present, another meeting may be called subject to the same notice and quorum requirements. No such meeting shall be held more than 60 days following the preceding meeting. When a quorum is present at any meeting, a majority of the votes cast by the Members present in person or by proxy shall decide any question brought before such meeting, unless a special assessment or annual assessment is considered, in which case, the requirements in Article IV, Sections 3 and 4 of the Declaration shall govern.

Section 5 Voting Rights

The Owner of each Lot shall be entitled to one vote. Proxies shall be duly appointed in writing and bear a date not more than sixty (60) days prior to such meeting. All proxies must be filed with the Secretary before the call to order of the meeting at which they are to be cast. Votes will be conducted by show of hands unless a Member requests a vote by written ballot.

Section 6 Order of Business

At all annual meetings, the President of the Board or in his absence, the Vice-President, shall preside as chairman of the meeting or in the absence of both, the Members shall elect a chairman. The order of business at such meetings shall be as follows:

- A. Call to order
- B. Election of a chairman of the meeting (if required)
- C. Calling the roll and certifying proxies
- D. Proof of notice of meeting or waiver of notice
- E. Reading minutes of previous meeting
- F. Reports of Officers
- G. Reports of Committees
- H. Unfinished business
- I. New business
- J. Election of Board of Directors
- K. Installation of Board of Directors
- L. Adjournment

Section 7 Inspectors of Election

The Members present may elect or appoint two persons, who need not be Members, to act as inspectors of election for the purpose of tabulating and counting the ballots whenever a ballot vote is utilized.

ARTICLE VI Board of Directors

Section 1 Number

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, who shall be Members of the Association. Two Owners of the same lot shall not serve on the Board at the same time

Section 2 Terms of Office

The term of office for a Director shall be two (2) years. Directors may run for additional terms.

Section 3 Election of Directors

Nomination forms shall be distributed to all Members at least sixty (60) days prior to the annual meeting. The mailing will indicate the cutoff date for nominations to be returned. A voting form with a list of nominees will then be distributed along with the meeting notice for the annual meeting. If a Member will not be present at the annual meeting, the voting form may be used as a written proxy. Members of the Board of Directors shall be elected by a majority vote of the Members, present in person or by proxy.

Section 4 Vacancies/Removal

A Director may be removed from the Board, with or without cause, by a majority vote of the Members. If the office of one or more of the Directors becomes vacant for any reason, the remaining Directors, even though less than a quorum, shall appoint a successor or successors, who shall hold office until the next annual meeting.

Section 5 Compensation

No Director shall receive compensation for any service rendered to the Association in his role on the Board. A Director may be reimbursed for actual expenses incurred in the performance of his duties.

Section 6 Conflict of Interest

No contract or other transaction between the Association and one or more of its Directors, or any entity in which one or more of the Association's Directors are Directors, Officers, or are financially interested, is void or voidable because of such relationship or interest if:

A. Board Disclosure. Such relationship or interest is disclosed or known to the Board that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of the interested Directors, or

B. Membership. Such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by the requisite vote or written consent; or

C. Fairness. Such contract or transaction is fair and reasonable to the Association at the time it is authorized by the Board or its Members.

Section 7 Duties and Powers of Directors

The Board of Directors shall have the authority to:

A. Devise and execute such measures as it deems proper and expedient to promote the objectives of the Association and protect the interests and welfare of Members.

B. Appoint committees on particular subjects from Members of the Board or from the Membership.

C. Audit bills and disburse funds of the Association

D. Print and circulate documents and publish articles.

E. Communicate with other Associations

F. Employ and terminate employment of agents and employees.

G. Enforce obligations of Members.

H. Maintain liability, fire and casualty insurance on Association property and errors and omissions insurance on Members of the Board. Insurance premiums are an Association expense.

I. Provide adequate reserves for maintenance and replacement of Association property

ARTICLE VII

Meetings of the Board of Directors

Section 1 Meetings

Meetings of the Board shall be held at such time and place as shall be determined from time to time by a majority of the Board. Notice of meetings shall be given to each Director, personally or by mail, telephone, e-mail, telegraph or fax and conspicuously posted on the property at least five (5) days prior to each meeting. This section shall not be construed to require regular meetings of the Board. Emergency meetings of the Board may be held by a telephone conference call, at which each Director must be able to hear and be heard by all Directors and Members who are present. Any action taken at an emergency meeting must be ratified by a majority of the Board at the next meeting.

Section 2 Voting/Quorum

A majority of the number of Directors present in person shall constitute a quorum for the transaction of business.

Section 3 Installation of Directors

The organizational meeting of a newly-elected Board shall be held within ten (10) days of the election at such place and time as determined by the Directors at the meeting at which they were elected.

Section 4 Absence/Resignation

Should any Member of the Board absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his reason for doing so, or if his excuse should not be accepted by the Members of the Board, his seat on the Board may be declared vacant and the Board may vote to select a substitute Director from the membership of the association to serve until the next annual meeting.

Any Director may resign at any time by giving notice of such resignation to all Members of the Board who will then select a substitute Director from the Membership until the next annual meeting.

ARTICLE VIII

Officers

Section 1 Officers

The Officers of the Association shall be chosen by the Directors and shall be a President, Vice-President, Secretary, and Treasurer. The Board may also elect additional Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Section 2 Term of Office

Officers may serve a term concurrent with their term on the Board. A majority vote of the Board may change which office a Member may hold.

Section 3 Election

Officers of the Board of Directors shall be elected by a majority vote at the Board's organizational meeting.

Section 4 Vacancies in Office

Should the office of the President become vacant for any reason during the term of office, the Vice-President shall succeed to the office for the unexpired term. Vacancies in all other offices shall be filled by a majority vote of the Board.

Section 5 Duties of Officers

A. President.

The President shall reside at all meetings of the Board; shall see that orders and resolutions are carried out; shall sign all contracts, leases, mortgages, deeds, and other written instruments on behalf of the association and upon approval by the Board.

B. Vice-President.

The Vice-President 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 shall prescribe.

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 and affix it 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 other such duties as the Board shall prescribe.

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 the Board; shall keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting, and deliver a copy to each Member. The Treasurer shall file annual corporation papers and all tax returns.

ARTICLE IX

Committees

The Board shall appoint members of the Meyers Cove Development and Review Committee, as provided in the Declaration. The Board may appoint other committees as deemed appropriate. A Committee shall meet as often as necessary to discharge its duties. Committees shall report activities at each Board and annual meeting. Upon approval by a majority of the Board, these reports shall be included in the minutes of the meeting.

ARTICLE X

Books and Records

The books, records, and papers of the Association shall be available for inspection by any member upon written request of at least ten (10) business days. Copies may be purchased at a reasonable cost.

All resolutions of the Board and Members having more than a temporary effect shall be compiled from time to time into a Book of Resolutions and topically filed for the future guidance of the Association.

ARTICLE XI

Amendments

A recommendation by the majority of the Board and a vote of two-thirds (2/3) of the Members, present in person or by proxy, shall be required to amend these By-Laws.

Submitted:

HOMEOWNERS ASSOCIATION OF MEYERS COVE, INC.

/s/ ROBERT BURNS

President

/s/ LISA MATTHEWS

Secretary