

LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

LEE JAY COLLING \*  
WILLIAM SHAW BLALOCK \*\*  
LAVINIA N. McMILLEN †  
DANIEL W. PERRY

\* ALSO ADMITTED IN MICHIGAN

\*\* ALSO ADMITTED IN NORTH CAROLINA

† ALSO ADMITTED IN GEORGIA

MARTYN W. SIMPSON  
FINANCIAL CONSULTANT

N39925

SUITE 203  
500 N. MAITLAND AVENUE  
MAITLAND, FLORIDA 32751

TELEPHONE (407) 599-9400  
FAX (407) 599-9404

PARALEGAL  
NADINE S. COLLING  
CARYN WHEELER

February 18, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fla. 32314

4000002435974--3  
-02/20/98--01032-014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Old Bridge Residents Association, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Merger for the above-named corporation. In addition, I am enclosing our firm check in the amount of \$122.50 which represents the following fees:

Filing fee	\$ 70.00
Certified copy	<u>52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Merger and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*Lee Jay Colling*  
Lee Jay Colling

LJC/cw  
Enclosures

merger  
MAR 17 1998

FILED  
98 MAR 16 AM 10 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 24, 1998

LEE JAY COLLING, ESQ.  
LEE JAY COLLING & ASSOCIATES, P.A.  
500 N. MAITLAND AVENUE, SUITE 203  
MAITLAND, FL 32751

SUBJECT: OLD BRIDGE HOMEOWNERS, INC.  
Ref. Number: K37595

**RECEIVED**

MAR 05 1998

LEE JAY COLLING  
& ASSOCIATES, P.A.

RECEIVED  
98 MAR 16 AM 8:14  
DIVISION OF CORPORATIONS

We have received your document for OLD BRIDGE HOMEOWNERS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the above corporation was administratively dissolved 9-26-97, for failure to file the 1997 corporation annual report. The corporation must be reinstated before the merger can be filed. Attached is the reinstatement form, please complete and return to this office. The filing fees are: \$600 reinstatement filing and \$150 for each year annual report 97 & 98.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 698A00010329

**RECEIVED**

FEB 26 1998

LEE JAY COLLING  
& ASSOCIATES, P.A.

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

OLD BRIDGE HOMEOWNERS, INC., a Florida corporation, K37595.

INTO

**OLD BRIDGE RESIDENTS' ASSOCIATION, INC.,** a Florida corporation,  
N39925

File date: March 16, 1998

Corporate Specialist: Thelma Lewis

## ARTICLES OF MERGER

**Surviving Corporation: OLD BRIDGE RESIDENTS' ASSOCIATION, INC.**  
**Disappearing Corporation: OLD BRIDGE HOMEOWNERS, INC.**

To: DEPARTMENT OF STATE  
Corporate Division  
The Capital  
Tallahassee, Florida 32304

FILED  
98 MAR 16 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned corporations have adopted an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

2. The name of the surviving corporation is Old Bridge Residents' Association, Inc., a Florida non-profit corporation.

3. Changes in the Articles of Incorporation of the surviving corporation have been made and they are summarized below with the exact wording of the amendments attached as Exhibit "B".

- (a) Article II, "Nature of Business" has been amended to include and emphasize that the corporation is doing business pursuant to Chapters 723 and 617, Florida Statutes.
- (b) Article III, "Membership and Stock" has been amended to eliminate the issuance of shares of stock except pursuant to the purchase of mobile home park.
- (c) Article XII, "Registered Agent for Service of Process" has been changed to:

**LEE JAY COLLING, ESQ.**  
**20 North Orange Avenue, Suite 700**  
**Orlando, FL 32801**

4. The Bylaws of the surviving corporation have been completely changed and the new set of Bylaws are attached hereto as Exhibit "C".

5. The Agreement of Merger of the undersigned corporations was adopted pursuant to Section 617.1105 of the Florida Not-for-Profit Corporation Act.

6. The merger of the undersigned corporations will become effective on the date the Certificate of Merger is issued by the Department of State.

7. The Board of Directors of each of the undersigned corporations have adopted the Plan and Agreement of Merger.

8. The members of Old Bridge Homeowners, Inc. have adopted the Agreement of Merger at a special meeting called and held for that purpose on the 8th day of April, 1994, at which meeting a quorum was present and such Plan and Agreement of Merger was ratified and approved by a majority of the members present and entitled to vote.

9. The members of Old Bridge Residents' Association, Inc. adopted the Agreement of Merger at a special meeting held for that purpose on the 8th day of April, 1994, at which meeting a quorum was present and such Agreement of Merger was ratified and approved by a majority of the members present and entitled to vote.

DATED: November 21, 1994

**Surviving Corporation:**  
**OLD BRIDGE RESIDENTS'**  
**ASSOCIATION, INC.**

By: Charles F. Keane  
CHARLES F. KEANE  
President

Attest: Joy Wild  
JOY WILD  
Secretary

**Disappearing Corporation:**  
**OLD BRIDGE HOMEOWNERS, INC.**

By: Richard A. Friedrichs  
RICHARD A. FRIEDRICHS  
President

Attest: Mary H. Fowler  
MARY FOWLER  
Secretary

STATE OF FLORIDA  
COUNTY OF LEE

Before me, this day, personally appeared **CHARLES F. KEANE** and **JOY WILD**, the persons described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that they are the President and Secretary respectively of Old Bridge Residents' Association, Inc., on behalf of said corporation in the above-styled cause, that they have read the foregoing Articles of Merger, and that the statements contained therein are true and correct.

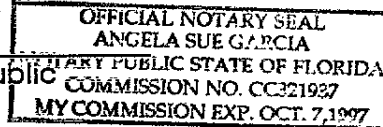
- ☐ Affiants are personally known to me, or  
☒ Affiants produced his/her driver's license  
☐ Affiants produced as identification:

WITNESS my hand and official seal this 21 day of November, 1994.

Angela Sue Garcia  
Signature of Notary Public

Printed name of Notary Public

My commission expires:



STATE OF FLORIDA  
COUNTY OF LEE

Before me, this day, personally appeared **RICHARD A. FRIEDRICHS** and **MARY FOWLER**, the persons described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that they are the President and Secretary respectively of Old Bridge Homeowners, Inc., on behalf of said corporation in the above-styled cause, that they have read the foregoing Articles of Merger, and that the statements contained therein are true and correct.

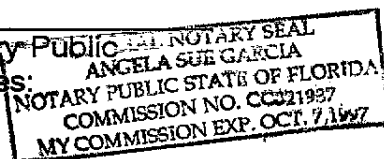
- ☐ Affiants are personally known to me, or  
☒ Affiants produced his/her driver's license  
☐ Affiants produced as identification:

WITNESS my hand and official seal this 21 day of November, 1994.

Angela Sue Garcia  
Signature of Notary Public

Printed name of Notary Public

My commission expires:



## AGREEMENT FOR MERGER

**THIS AGREEMENT** is made this 21 day of November, 1994 by and between Old Bridge Homeowners, Inc., a Florida For-Profit Corporation, hereinafter referred to as "Disappearing Corporation", and Old Bridge Residents' Association, Inc., a Florida Not-For-Profit Corporation hereinafter referred to as "Surviving Corporation", said corporations sometimes hereinafter collectively referred to as "Constituent Corporations".

### RECITALS

A. The respective Boards of Directors and Members of the Constituent Corporations deem it advisable that Old Bridge Homeowners, Inc. (the "Disappearing Corporation") be merged into Old Bridge Residents' Association, Inc. (the "Surviving Corporation"), under the laws of the State of Florida, in the manner provided therefor pursuant to Section 617.1101 of the Florida Not-For-Profit Corporation Act.

B. The respective Boards of Directors and Members of the Constituent Corporations have agreed that changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made in accordance with paragraph 9, hereafter.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions herein below set forth.

1. Agreement to Merge.

The Constituent Corporations hereby agree that Old Bridge Homeowners, Inc., the Disappearing Corporation, shall be merged into Old Bridge Residents' Association, Inc., the Surviving Corporation.

2. Name of Merged Corporation.

The name of the surviving Corporation shall be Old Bridge Residents' Association, Inc.

3. Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation shall be located at the following address: Post Office Box 4534, North Fort Myers, Florida 33918-4534.

4. Purposes of Surviving Corporation.

The purposes of the Surviving Corporation are to engage in any lawful acts or activities for which such corporations may be formed under Chapters 617 and 723 of the Florida Statutes.

5. Board of Directors of Surviving Corporation.

(a) The Disappearing Corporation shall not have the right to elect the members of the Board of Directors of the Surviving corporation.

(b) The Board of Directors of the Surviving Corporation until the next annual meeting or until their successors shall be elected, shall be as set forth in paragraph 13, hereafter.

(c) The Bylaws of the Surviving Corporation shall be amended in order to increase the required number of Directors to that of eleven (11) Directors.

6. Registered Agent of Surviving Corporation.

The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Old Bridge Homeowners, Inc. or Old Bridge Residents' Association, Inc. may be served: Lee Jay Colling & Associates, 20 North Orange Ave., Suite 700, Orlando, Florida 32801.

7. Assets of Disappearing Corporation.

All property, real, personal and mixed and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to Old Bridge Homeowners, Inc. shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporations shall not revert or be in any way impaired by reason of such merger. Such assets are described on Exhibit "A" attached hereto and incorporated herein by reference.

8. Liabilities of Disappearing Corporation.

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against Old Bridge Homeowners, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place. Such liabilities and obligations of Old Bridge Homeowners, Inc. are more particularly described on Exhibit "B" attached hereto and incorporated herein by reference.



9. Articles of Incorporation of Surviving Corporation.

The Articles or Certificate of Incorporation of the Surviving Corporation shall be amended as follows:

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate as a mobile homeowners association pursuant to Chapter 723 and Chapter 617, Florida Statutes. The corporation shall have the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile homeowners. Once acquired, the corporation shall have the power to convert the mobile home park to and operate it as a condominium pursuant to Chapter 718 Florida Statutes, a cooperative pursuant to Chapter 719 Florida Statutes or another type of ownership pursuant to the applicable Florida statutes.

The corporation has the power to transact any and all lawful business for which corporations may be formed, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE III**

**MEMBERSHIP AND STOCK**

The association shall have no members or shareholders who are not bonafide owners of mobile homes located in Old Bridge Mobile Home Park, Lee County, Florida.

The corporation shall issue no shares of stock except pursuant to and in connection with its purchase of the mobile home park. In that event the maximum number of shares of stock that the corporation is authorized to issue is 750. The authorized shares of stock shall be all of one class with equal voting power.

**ARTICLE XII**

**REGISTERED AGENT FOR SERVICE OF PROCESS**

The name of the Registered Agent of this corporation is:

**LEE JAY COLLING, ESQ.  
Lee Jay Colling & Associates, P.A.  
20 North Orange Avenue, Suite 700  
Orlando, FL 32801**

10. Bylaws of Surviving Corporation.

The Bylaws of the Surviving Corporation shall, be amended as set forth in Exhibit "C" attached hereto.

11. Effective Date of Agreement.

This Agreement shall become effective on the date of filing of the Articles of Merger with the office of the Secretary of State.

12. Officers of Surviving Corporation.

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	Charles F. Keane
Vice President:	CARL GILLETTE
Secretary:	Joy Wild
Treasurer:	Minnie Schlindwein

13. Directors of the Surviving Corporation.

On the effective date of the merger, the following persons shall be elected to the Board of Directors of the Surviving Corporation until the next annual meeting of the Board of Directors or until their successors shall be elected and shall qualify.

Director:	Charles F. Keane
Director:	CARL GILLETTE
Director:	Joy Wild
Director:	Minnie Schindwein
Director:	Ralphine Molitor
Director:	Elden Dozier
Director:	Tom Weir
Director:	HOWARD BANNER
Director:	Bob Key
Director:	Everett Healy

14. Employees of Disappearing Corporation.

All employees and staff of Old Bridge Homeowners, Inc., the Disappearing Corporation, shall continue to be employed by the Surviving Corporation for a period of zero (0) days following the date of the merger only and subsequently their employment may be terminated without any liability on the part of either corporation.

15. Books and Records of Disappearing Corporation.

It is agreed that the books and records of the Disappearing Corporation shall be audited for the period from the end of the last fiscal year of said corporation to the effective date of the merger. Such audit shall be conducted by an accountant or CPA to be selected by the Surviving Corporation, and shall be completed within three (3) months following the date of merger.

16. Management and Decisions by Board of Directors of Surviving Corporation.

Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Members thereof, the day and year first above written.

Signed in Presence of:

Ralphine A. Molitor  
Minnie M. Schlundwein

**Surviving Corporation:**  
**OLD BRIDGE RESIDENTS'**  
**ASSOCIATION, INC.**

By: Charles F. Keane  
CHARLES F. KEANE  
President

Attest:

Joy Wild  
JOY WILD  
Secretary

**Disappearing Corporation:**  
**OLD BRIDGE HOMEOWNERS, INC.**

By: Richard A. Friedrichs  
RICHARD A. FRIEDRICHS  
President

Attest:

Mary F. Fowler  
MARY FOWLER  
Secretary

Lionel A. Davis  
Mary F. Wilson

**STATE OF FLORIDA  
COUNTY OF LEE**

Before me, this day, personally appeared **CHARLES F. KEANE** and **JOY WILD**, the persons described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that they are the President and Secretary respectively of Old Bridge Residents' Association, Inc., on behalf of said corporation in the above-styled cause, that they have read the foregoing Agreement of Merger, and that the statements contained therein are true and correct.

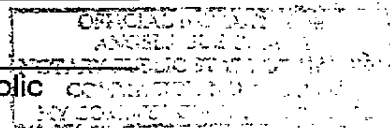
- ☐ Affiants are personally known to me, or  
☒ Affiants produced his/her driver's license  
☐ Affiants produced as identification:

WITNESS my hand and official seal this 21 day of November, 1994.

Angela Garcia  
Signature of Notary Public

Printed name of Notary Public

My commission expires:



**STATE OF FLORIDA  
COUNTY OF LEE**

Before me, this day, personally appeared **RICHARD A. FRIEDRICHS** and **MARY FOWLER**, the persons described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that they are the President and Secretary respectively of Old Bridge Homeowners, Inc., on behalf of said corporation in the above-styled cause, that they have read the foregoing Agreement of Merger, and that the statements contained therein are true and correct.

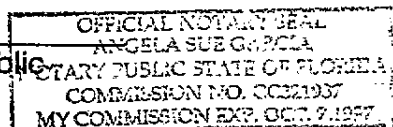
- ☐ Affiants are personally known to me, or  
☒ Affiants produced his/her driver's license  
☐ Affiants produced as identification:

WITNESS my hand and official seal this 21 day of November, 1994.

Angela Garcia  
Signature of Notary Public

Printed name of Notary Public

My commission expires:



The Articles or Certificate of Incorporation of the Surviving Corporation shall be amended as follows:

## **ARTICLE II**

### **NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate as a mobile homeowners association pursuant to Chapter 723 and Chapter 617, Florida Statutes. The corporation shall have the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile homeowners. Once acquired, the corporation shall have the power to convert the mobile home park to and operate it as a condominium pursuant to Chapter 718 Florida Statutes, a cooperative pursuant to Chapter 719 Florida Statutes or another type of ownership pursuant to the applicable Florida statutes.

The corporation has the power to transact any and all lawful business for which corporations may be formed, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## **ARTICLE III**

### **MEMBERSHIP AND STOCK**

The association shall have no members or shareholders who are not bonafide owners of mobile homes located in Old Bridge Mobile Home Park, Lee County, Florida.

The corporation shall issue no shares of stock except pursuant to and in connection with its purchase of the mobile home park. In that event the maximum number of shares of stock that the corporation is authorized to issue is 750. The authorized shares of stock shall be all of one class with equal voting power.

## **ARTICLE XII**

### **REGISTERED AGENT FOR SERVICE OF PROCESS**

The name of the Registered Agent of this corporation is:

**LEE JAY COLLING, ESQ.**  
Lee Jay Colling & Associates, P.A.  
20 North Orange Avenue, Suite 700  
Orlando, FL 32801

**BYLAWS**  
**OF**  
**OLD BRIDGE RESIDENTS ASSOCIATION, INC.**

A Not-For-Profit Florida Corporation

**ARTICLE I.**  
**NAME, REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. **NAME.** The name of this corporation (hereinafter referred to as the "Association") is:

OLD BRIDGE RESIDENTS ASSOCIATION, INC.

Section 2. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the registered office of this Association and agent at said address is:

Lee Jay Colling, Esquire  
Suite 700, First Union Building  
20 North Orange Avenue  
Orlando, Florida 32801

**ARTICLE II.**  
**SEAL**

Section 1. **SEAL.** The seal of this Association shall have inscribed on it the name of this Association, the date of its organization and the words "Corporate Seal, State of Florida" or the words "corporate seal" or their equivalent.

**ARTICLE III.**  
**POWERS**

The Directors of this Association and the operation of the Association itself shall be governed by the bylaws.

## **ARTICLE IV. MEMBERSHIP**

Section 1. **MEMBERS.** All persons owning mobile homes located in Old Bridge Village Mobile Home Park, North Fort Myers, Florida (the Park) shall be eligible for membership in this Association except that any person related to the park owner including but not limited to employees, agents, shareholders, officers, directors, partners or relatives by blood or marriage shall not be eligible to serve on the Board of Directors. These restrictions may be waived by a majority vote of the Board of Directors.

Section 2. **ASSOCIATE MEMBERS.** All persons renting a mobile home in the Park shall be eligible for associate memberships. Associate members shall pay the same dues as members and shall be entitled to all benefits except that associate members shall have no voting rights.

Section 3. **MEMBERSHIP-CERTIFICATES.** No membership certificates shall be issued by the Association.

Section 4. **ANNUAL DUES.** The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members and shall give appropriate notice to the members.

Section 5. **PAYMENT OF DUES.** Annual dues shall become payable the first day of November in each year for the ensuing year. Dues from new members will be due from date of acceptance to membership and payable in full for the current calendar year.

## **ARTICLE V. MEETINGS OF MEMBERS**

Section 1. **PLACE OF MEETINGS.** Meetings of the members shall be held at the office of the Association, the park clubhouse, or recreation hall or at any other place within the State of Florida that the Board of Directors or members may from time to time elect.

Section 2. **ANNUAL MEETINGS.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the members shall be held on the first Thursday of December, at a time to be designated by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the noticed hour on the first day following which is not a legal holiday. At the annual meeting the

members shall elect a Board of Directors in accordance with these Bylaws and shall transact other business.

**Section 3. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the President or by the majority of the Board of Directors. Special meeting shall be held if ten (10%) per cent of the members sign, date, and deliver one or more written demands for the meeting to the corporation's secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

**Section 4. ACTION BY WRITTEN AGREEMENT.** The members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at least fifty-one (51%) per cent of the members and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceedings of the members.

**Section 5. NOTICE OF MEETINGS.** Written notice of all special or regular meetings of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent or delivered to each member at least fourteen (14) but not more than sixty (60) days before the date named for the meeting. Notice of annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by mail to the member's address appearing on the books of the Association. In addition, the notice of all regular, special and annual meetings shall be posted in a conspicuous place on the park property at least fourteen (14) days prior to the meeting. Unless a member waives in writing the right to receive notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each member, and the mailing thereof shall constitute notice. Members may elect to receive notice by hand delivery, if such election is made in writing by the member. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver.

**Section 6. AFFIRMATION OF NOTICE.** An officer of the Association shall provide an Affidavit, to be placed in the Minutes of the corporation, affirming that the notices were mailed or hand delivered and posted in a conspicuous place on the park property, in accordance with Section 5 hereof and said statement shall be filed in this Association's records.

**Section 7. WAIVER OF NOTICE.** Members may waive notices of a special meeting or annual meeting in writing either before or after the meeting, and the waiver shall be deemed the equivalent of giving notice.

**Section 8. VOTING RIGHTS AND REGULATIONS.** In any regular or special



membership meeting the owners of a mobile home located on a lot in the park (unit) shall be entitled to cast one (1) vote for each unit. When a unit is owned by one (1) person his or her right to vote shall be established by the record title of his unit. If a unit is owned by more than one (1) person or is under lease, the person entitled to cast the vote for the unit shall be designated by a Certificate signed by all of the Record Owners of the unit and filed with the Secretary of the Association. In the event a unit is owned by a corporation the person entitled to cast the vote shall be designated by Certificate signed by the officers of the corporation with the formalities required of a deed and filed with the Secretary of the Association. Such Certificate shall be valid until it is revoked or superseded by a subsequent Certificate or until the ownership of the unit is changed or recorded. For the purposes of this paragraph a purchaser under a Contract for Sale, shall not be regarded as an owner. The proper filing of a Certificate designating the person entitled to cast the vote of a unit is a condition precedent to that person's vote. In the event such a Certificate is not on file the vote of such owner shall not be considered in determining whether a quorum is present nor for any other purpose, except if the home is owned jointly by a husband and wife. If a home is owned jointly by a husband and wife, they may, without being required to do so, designate a voting member in the manner provided above. In the event a husband and wife do not designate a voting member, the following provisions shall apply:

- A. If both spouses are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to vote on that subject at that meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at the meeting.
- B. If only one (1) spouse is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the home, just as though he or she owned the home individually, and without establishing the concurrence of the absent person.
- C. If both spouses are present at a meeting and concur, either one may cast the vote for the home.

Section 9. **PROXIES.** A member entitled to vote may vote in person or by proxy executed in writing by the member or his or her attorney in fact. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting in order to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than one hundred twenty (120) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section 10. **QUORUM.** The presence in person or by proxy of a majority (50%

+ 1) of the members entitled to vote shall constitute a quorum at members meetings. Decisions shall be made by a majority of members represented at a meeting at which a quorum is present and the affirmative vote of those members present and entitled to vote shall be the act of the Association. Meetings of members for informational, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the vote of members may be taken without the presence of a quorum.

Meetings of members for informational, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the vote of members may be taken without the presence of a quorum.

Section 11. **CONDUCT.** All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the Bylaws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling. Unless authorized by the President, only members in good standing may address the chair.

Section 12. **ORDER OF BUSINESS.** The order of business at all annual or special meetings of the members shall be as follows: All members shall sign in at the door for the purpose of evidencing their presence and validating voting where applicable.

- A. Proof of notice of meeting or waiver of notice
- B. Reading of minutes of previous meeting
- C. Report of officers
- D. Report of committees
- E. Election of directors (if election to be held)
- F. Unfinished business
- G. New Business
- H. Adjournment

Section 13. **MINUTES.** Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years.

Section 14. **ADJOURNMENTS.** Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If, however, after the adjournment the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with section 5 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 15. **FIXING OF RECORD DATE.** For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, the date on which notice of the meeting is mailed, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 16. **VOTING LISTS.** The officer or agent having charge of the membership books of the Association shall make, at least ten (10) days before each meeting of members a complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the registered office of the Association for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS: SELECTION - TERM OF OFFICE**

Section 1. **NUMBER.** The business and affairs of the Association shall be managed and governed by a board of directors composed of not less than five (5) nor more than eleven (11) directors, none of whom need to be a resident of the State of Florida, but all of whom must be members in good standing.

Section 2. **TERM OF OFFICE.** Those persons named in the Articles of Incorporation as directors shall hold office and comprise the Board of Directors until the first meeting of the members, at which meeting an election of directors shall be held and

the successors to the original directors chosen by the members. There shall be no restriction on the number of terms for which a director of this Association may be elected. A director shall hold office for a term of two (2) years and shall be so elected that the terms of a bare majority, if there is an odd number of directors, or one-half of the directors, if there is an even number of directors, will expire in odd years and the remainder in even years. The directors shall hold office until their successors have been elected and have qualified.

Section 3. **REMOVAL-VACANCY.** Any director may be removed from the Board with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10%) per cent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. In the event of death, resignation, removal of a director or any vacancy created by reason of an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A director elected to fill a vacancy shall hold office until the next election of directors.

Section 4. **COMPENSATION.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties. A director may serve the Association in a capacity other than director and receive compensation for the services rendered in that other capacity.

Section 5. **FIDUCIARY DUTY.** The directors of the Association have a fiduciary duty to the members when acting on behalf of the Association.

## **ARTICLE VII. NOMINATION AND ELECTION OF DIRECTORS**

Section 1. **NOMINATION.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. **ELECTION.** Election to the Board of Directors shall be by secret

written ballot unless this method is waived by a majority of the members in attendance at the meeting. At such election the members or their proxies shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted.

## **ARTICLE VIII. MEETINGS OF DIRECTORS**

**Section 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least six (6) times each year, at such place, date and hour as may be fixed from time to time by resolution of the Board. Should such regular meeting dates fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the date, time and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency.

**Section 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director of the date, time, and place of the meeting. Notice of special meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purpose or purposes of the meeting. Notice of any meeting, regular or special, in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

**Section 3. EMERGENCY MEETINGS.** Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors. Emergency meetings of the Board of Directors may be held by telephone conference. Emergency decisions, as determined by the President or a majority of the Board of Directors, may be made by means of a designated officer or member of the Board polling the members of the Board by telephone and any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the Board. Minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed by the Secretary or other designated officer, and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the park property within fourteen (14) days after the date of the emergency meeting. It is contemplated that emergency meetings, include but not be limited to such subjects as redesignation of the Homeowners Committee, filling vacancies on the Board of Directors of officers of the Association and the conduct of necessary or important business while

a majority of the Board of Directors is not present in the State of Florida.

Section 4. **ACTION BY WRITTEN AGREEMENT.** The Board of Directors may act or render decisions by written agreement without meetings on the condition that the written agreement is agreed to and signed by all of the Board of Directors and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement.

Section 5. **OPEN MEETINGS.** All regular and special meetings of the Board of Directors shall be open to all members of the Association.

Section 6. **SPEAKING AT MEETINGS.** If any Association member wishes to present any matter or speak on any matter at a meeting, they must so notify the president or the chairman of the Board of Directors not later than 24 hours prior to a regular or special meeting. Any members not notifying the president or chairman of the Board of Directors in accordance with the provisions of this paragraph shall not be allowed to present any matters or speak on any matters at the regular or special meeting. The Board of Directors shall have the right to limit the amount of time for said presentation or spoken insertion at said meeting.

Section 7. **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A director may join in the action of a meeting of the Board by signing the minutes thereof and such signing shall constitute the presence of such director for the purpose of determining a quorum. 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. Members of the Board of Directors shall be deemed present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

Section 8. **NOTICE OF DIRECTORS MEETING.** Notice of Directors meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except for emergency meetings. Notice of any Directors meeting in which assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 9. **WAIVER OF NOTICE.** A director may waive in writing notice of a

regular or special meeting of the Board of Directors either before or after the meeting, and his waiver shall be deemed the equivalent of getting notice. Attendance of a director at any meeting shall constitute waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 10. **MINUTES.** Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years.

Section 11. **BUDGET.** The annual budget of the Association shall be recommended by the Board of Directors to the membership who shall adopt the budget. The members shall be given written notice of the time and place of the meeting of the Board of Directors at which the budget will be considered. The written notice, as aforesaid, shall also be posted on the Clubhouse bulletin board. This meeting shall be open to all members.

Section 12. **PARLIAMENTARIAN.** The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

## **ARTICLE IX. OFFICERS**

Section 1. **REMUNERATION OF OFFICERS.** The officers of the Board of Directors and the Association shall be one and the same and shall be a president, a vice president, a secretary and treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall at all times, be members of the Board of Directors and no officers may be elected or appointed who are not members of the Board of Directors.

Section 2. **ELECTION OF OFFICERS.** The election of officers shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members.

Section 3. **TERM.** The officers shall be elected annually by the Board of Directors and each shall hold office for one year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. **SPECIAL APPOINTMENTS.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to

time, determine. Such additionally elected officers shall be chosen from the Board of Directors and shall at all times be members of the Board of Directors.

Section 5. **COMMITTEES.** The Board may appoint regular and special committees to serve for the purposes designated by the Board and for such terms as determined by the Board. The Board may appoint members of the Board as liaison to and chairman of the standing or other committees of the Association.

The board shall appoint standing committees at the board's discretion. Initially the board shall appoint the following standing committees:

1. Homeowner's Committee whose purpose and duties shall be as set forth in Chapter 723.037 Florida Statutes.
2. Park Purchase Committee whose duties and responsibilities shall be to study, prepare and educate the membership, all in connection with purchasing the park pursuant to Chapter 723,071 Florida Statutes, or otherwise.

The board may appoint members of the board to act as liason members of the standing and other committees who shall report the activities of the committees to the board. In the absence of appointment of board liason members, the chairperson of the committees shall report and be responsible to the Board.

Section 6. **RESIGNATION AND REMOVAL.** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **VACANCIES.** A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8. **MULTIPLE OFFICES.** The offices of president and secretary may not be held by the same person.

Section 9. **DUTIES.** Duties of the officers are as follows:

- A. **President:** The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, if determined by resolution of the Board and shall co-sign all checks and



promissory notes, and shall have all of the powers and duties which are usually vested in the office of the president of a corporation.

B. Vice President: The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as may be required by the Board of Directors.

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 resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting.

E. Customary Duties: The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.

F. The immediate past president of the Association shall become an "ex officio" member of the Board of Directors. As an "ex officio" member, the immediate past president shall have no voting rights and shall act in an advisory position only.

Section 10. **COMPENSATION.** The officers shall serve without compensation.

## **ARTICLE X.**

### **ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS**

Section 1. **BOOKS AND RECORDS.** The Association shall keep correct and complete books and records of account including all receipts and expenditures. The

books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. Such authorization as a representative of a member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of the inspection. Written summaries of the accounting records may be made available to the members. Such records if made available shall include a record of all receipts and expenditures.

Section 2. **FISCAL YEAR.** In administering the finances of the Association, the following procedures shall govern:

- A. The fiscal year shall be the calendar year;
- B. Any monies received by the Association in any calendar year may be used by the Association to pay expenses incurred in the same calendar year subject to the provisions for excess revenues set forth in Section 3 of this Article;
- C. There shall be apportioned between calendar years on a pro rata basis any expenses which are prepaid in one calendar year for operating expenses which cover more than such calendar year;
- D. Items of operating expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received;
- E. Board of Directors shall have the discretion to allocate the annual dues between reserves i.e. legal funds, for future expenses and current expenses. Legal expenses shall be such items as:

- attorneys fees and costs
- litigation expense
- liability insurance premiums
- expenses associated with statutory requirements, or
- actions involving disputes with the management of the park.

Such items as listed above but not limited to those items.

Section 3. **ASSESSMENTS.** Assessments for operating expenses and such other assessments as the Board of Directors may determine by resolution shall be payable as determined by the Board of Directors. Each member is obligated to pay the Association annual and special assessments as determined by the Board of Directors. Assessments shall be made against members in amounts no less than are required to provide funds in advance for all the anticipated current operating expenses and for all of the unpaid operating expense previously incurred. Notwithstanding the foregoing, the assessments for operating expense or other expenses and any periodic installments thereof shall be

of sufficient magnitude to insure an adequacy and availability of cash to meet all expenses in any calendar year. In the event that the Board of Directors should anticipate that the Association may end its fiscal year with excess assessments (in cash or taxable income), or should that event in fact occur, then the Board of Directors may vote to apply said excess towards the operating expenditures of the subsequent year.

**Section 4. SPECIAL FUND.** A park purchase, related litigation and associated expenses fund shall be established by the Board of Directors. The principal and interest of this fund is to be used for park purchase or litigation and expenses only. The Board of Directors shall determine the amount of assessment or contribution by the members. The payment of the assessment or contribution by the members to this fund shall be voluntary, i.e., at the members' sole discretion. The board shall maintain financial records indicating the name of each member and the amount contributed to this special fund. The contributing member may, upon written request, obtain a refund of the amount of his or her contribution, without interest, unless at the time of the request for refund, the association is in the process of a park purchase or litigation, in which event no refunds will be made.

In the event of a park purchase by the homeowners, the balance of principal and interest remaining in the fund at the time of the purchase of the park, may, at the discretion of the Board of Directors, be refunded pro-rata based on the amount of the principal contribution of each contributor.

**Section 5. ANTICIPATED REVENUE - DEFICIT.** The Board shall not be required to anticipate revenue from assessments or expend funds to pay for operating expenses not budgeted which shall exceed budgeted items, and the Board is not required to engage in deficit spending. If there exists any deficiency which results from there being greater operating expenses than income or money from assessments, then such deficit shall be carried into the next succeeding year's budget as a deficiency and shall be the subject of an applicable assessment.

**Section 6. DEPOSITORY.** The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

## **ARTICLE XI. FIDUCIARY RELATIONSHIP**

The officers and directors of the Association shall have a fiduciary relationship to the members.

## **ARTICLE XII. INDEMNIFICATION**

The Association may be empowered to indemnify any officer or director or any former officer or director, by a majority vote of a quorum of directors, or by majority vote of a quorum of members, who are not parties to such action, suit or proceeding, in the manner provided in the applicable Chapter of the Florida Statutes. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, in the manner described in the Florida Statutes upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification.

## **ARTICLE XIII. AMENDMENT OF BYLAWS**

These Bylaws may be amended by majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any meeting at which amendments of the Bylaws are to be considered shall be posted at least fourteen (14) days in advance of the meeting and shall contain a statement that amendments to the Bylaws shall be considered and shall set forth the language of the proposed change of amendment.

## **ARTICLE XIV. AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this Association may be amended by majority (50% + 1) vote of the members. The notice of any meeting at which amendments of the Articles of Incorporation are to be considered shall contain a statement that amendments to the Articles of Incorporation shall be considered.

## **ARTICLE XV. LOANS**

No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **ARTICLE XVI. DEADLOCK**

A. **SUBMISSION TO ARBITRATION.** Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and company policy or matters arising under the provisions of the charter and should the members, by using their legal power and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.

B. **DETERMINATION BY ARBITRATION.** Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

C. **NOTICE.** Notice shall be given by such objecting or dissenting member(s) that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining member(s) at the addresses listed on the corporate books.

D. **SELECTION OF ARBITRATOR.** The members shall then select an arbitrator within 60 days of the receipt of such notice of deadlock, upon a unanimous vote of the members entitled to vote. The members shall reserve the right to replace the arbitrator by unanimous vote of the members entitled to vote.

E. **INABILITY TO SELECT.** Should the members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with the Florida Arbitration Code, Chapter 682 of the Florida Statutes.

F. **FINAL DECISION.** The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.

G. **ENFORCEMENT.** To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

## **ARTICLE XVII. INTERESTED DIRECTORS**

A. **CONFLICT OF INTEREST.** No contract or other transaction between the Association and one or more of its directors, or between the Association and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes if:

1. the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or

3. the contract or transaction is fair and reasonable as to the Association at the time it is approved by the Board, a committee or the members.

B. **QUORUM.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

**DATED:** \_\_\_\_\_

I hereby certify that the foregoing is a true and correct copy of the Bylaws of adopted by the Board of Directors at their meeting held on the \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

By: \_\_\_\_\_  
President

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