

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

GOVERNING DOCUMENTS OF HERON'S FOREST SUBDIVISION

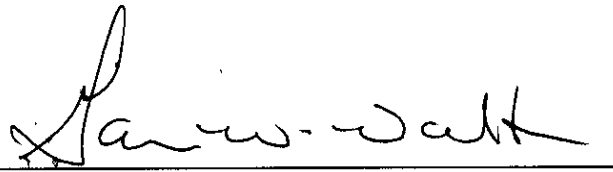
Before me, the undersigned authority, personally came and appeared Garrett W. Walton, who being by me first duly sworn, deposes and says as follows:

1. My name is Garrett W. Walton, and I am president of Heron's Forest Development Company (f/k/a Gulf Beach Highway Properties, Inc.), the developer of Heron's Forest, a subdivision according to plat thereof recorded in Plat Book 16, Pages 18 and 18A, of the public records of Escambia County, Florida ("Heron's Forest").

2. The "Declaration of Covenants, Conditions and Restrictions for Heron's Forest," which, as of date hereof, has not been amended or supplemented, is recorded in the public records of Escambia County, Florida, beginning in Official Record Book 4203, Page 1199.


3. Attached hereto are complete and correct copies of the Articles of Incorporation and Bylaws of the "The Heron's Forest Property Owners Association, Inc." a Florida not for profit corporation, neither of which, as of date hereof, has been amended.

Further affiant saith naught.



Garrett W. Walton

Sworn to and subscribed before me this 10<sup>th</sup> day of August, 1999.

  
NOTARY PUBLIC STATE OF Florida  
Notary Name: Jennife J. Jernigan  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



11/05/97

**ARTICLES OF INCORPORATION**

**OF**

**THE HERON'S FOREST**

**PROPERTY OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not-for-profit, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of the corporation shall be THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC. (hereinafter "Association").

**ARTICLE II - NON-PROFIT PURPOSE**

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE III - GENERAL AND SPECIFIC PURPOSES AND POWERS**

A. **General Purposes.** Subject to Article II hereof, the general purposes for which the Association is formed are to provide for the acquisition, construction, annexation, management, maintenance and care of "Common Areas," as well as any public lands adjacent to or in the immediate vicinity of any such Common Areas, all as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws. Without in any way limiting the generality of the foregoing, "Common Areas" shall include any and all "Common Areas" denominated as such on any recorded subdivision plat (5) (the "Subdivision(s)") and as are conveyed and transferred to this Association, in either case by Declarant, and shall include specifically, without limiting the generality of the foregoing, any and all stormwater management and discharge facilities (including, but not limited to, retention ponds; detention ponds; stormwater pumps, controls and appurtenances; stormwater collection systems; drainage system; concrete drainage facilities; and any and all equipment and facilities associated with same) and related facilities located within or serving the Subdivisions; and any and all tangible and intangible personal property, fixtures and improvements associated with or incident to any such "Common Areas" (including, specifically, but without limiting

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the generality of the preceding clause, road and street signs).

B. Specific Purposes. Subject to Part A of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions (or any similar documents, together with any amendments, supplements or modifications thereto) which are, or might hereafter be, recorded by Declarant in the public records of Escambia County, Florida, and which Declaration refers to "The Heron's Forest Property Owners Association, Inc." (the "Declaration"), all as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Escambia and other appropriate governmental entities to provide proper maintenance and upkeep of any public facilities and public areas adjacent to and about the Subdivisions and, if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declaration;"

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision areas, or with the Board of Directors of this Association; and,

5. To cooperate with any other property owners associations pertaining to property adjacent to or in the immediate vicinity of the Subdivisions for the overall betterment of the area.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration, all as the same may be amended or restated from time to time as therein provided;

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2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges, levies or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association;

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, provided that any such merger or consolidation shall have the written consent of two-thirds of the Association's members, and to annex additional real property as provided for in the Declarations; and,

6. Without in any way limiting the generality of the foregoing, all powers, authority and privileges to properly maintain any and all stormwater management or discharge facilities (including, but not limited to, retention ponds; detention pond; stormwater pumps, controls and appurtenances; stormwater collection systems; drainage systems; concrete drainage facilities; and any and all equipment and facilities associated with same) and any and all tangible and intangible personal property, fixtures and improvements associated with or incident to any "Common Areas" (including, specifically, but without the limiting the generality of the preceding clause, road and street signs) located within or serving the Subdivision, including specifically the power and obligation to establish a maintenance budget with respect thereto and to levy and collect assessments to fund such budget, all as provided for in the Declarations.

#### **ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS**

A. The Association shall consist of all Owners (as defined in the Declaration) of Lots (as defined in the Declaration) in the Subdivision. Every Owner of a Lot in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

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B. The Association shall have two classes of voting membership:

Class A. Class A shall be the Owners (with, while a Class B member, the exception of Declarant) of all Lots in the Development (as such word is defined in the Declarations, and as it is constituted from time to time), who shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The only Class B member shall be Declarant, which shall be entitled to three (3) votes for each Lot owned in the Development (as it is constituted from time to time). The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; provided, however, that if, after conversion of the Class B membership to Class A membership, the Development is thereafter increased (as set forth in the Declaration) with the result that the total votes outstanding in Class A membership would not equal or exceed the total votes outstanding in Class B membership if there were than a Class B membership, the Class B membership shall thereupon be reinstated until the then total votes outstanding in the Class A membership again equals or exceeds the then total votes outstanding in the Class B membership.

**ARTICLE V - DIRECTORS AND OFFICERS**

A. Board of Directors. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association provided that there shall never be less than three (3), nor more than (9), directors. The names and addresses of the initial directors of the Association, and their initial term of office, are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term Of Office</u>
Richard R. Baker	17 South Palafox, Suite 394 Pensacola, FL 325014	Three Years

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<u>Name</u>	<u>Address</u>	<u>Initial Term Of Office</u>
Garrett W. Walton	17 South Palafox, Suite 394 Pensacola, FL 32501	Two Year
Jennifer J. Jernigan	17 South Palafox, Suite 394 Pensacola, FL 32501	One Years

The directors shall be divided into three classes as indicated by their initial term of office set out above and whose terms of office shall expire in consecutive years. The first election of directors shall be held at the second annual meeting of members at which time the members shall elect (or re-elect) those directors whose initial term of office is specified above as being one year, with the then elected (or re-elected) directors to have a term for three years. Thereafter, the next class of directors shall be elected by the members at each subsequent annual meeting of the members for three year terms.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of the Association may authorize the directors to elect from time to time. Officers, who need not be Owners, shall be elected by a majority of the directors at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	Richard R. Baker
Vice-President	Garrett W. Walton
Secretary	Garrett W. Walton
Treasurer	Richard R. Baker

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### **ARTICLE VII - BYLAWS**

The Bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

### **ARTICLE VIII - AMENDMENT**

Amendment of these Articles of Incorporation shall be proposed by motion of twenty (20) members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds (2/3) of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose, or by unanimous vote of the Board of Directors of the Association.

### **ARTICLE IX - REGISTERED AGENT**

Until changed, the Registered Agent of the Association upon whom process may be served is Garrett W. Walton, and the address of the registered office of this corporation, and the principal place of business of the Association, is 17 South Palafox, Suite 394, Post Office Box 12358, Pensacola, Florida 32582.

### **ARTICLE X - DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the Association (other than incident to merger or consolidation), the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

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**IN WITNESS WHEREOF**, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.

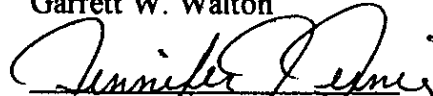
DATED: November 5, 1997

  
Richard R. Baker

DATED: November 5, 1997

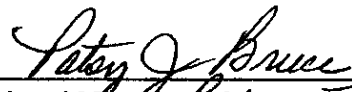
  
Garrett W. Walton

DATED: November 5, 1997

  
Jennifer J. Jernigan

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of November, 1997, by Richard R. Baker and Garrett W. Walton, who are personally known to me.

  
Printed Name: Patsy J. Bruce  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(Affix Official Seal)




PATSY J BRUCE  
My Commission OC482028  
Expires Jul. 23, 1999  
Bonded by HAI  
860-422-1556



11/05/97

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of  
November, 1997, by Jennifer Jernigan, who is personally known to me.

  
Printed Name: Patsy J. Bruce  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(Affix Official Seal)



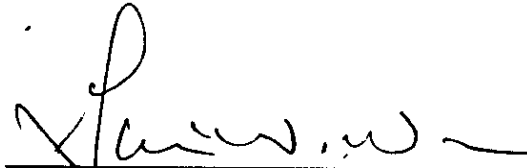
PATSY J BRUCE  
My Commission CC482028  
Expires Jul. 23, 1999  
Bonded by HAI  
800-422-1555

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, GARRETT W. WALTON, hereby accept the appointment as Registered Agent for The Heron's FOREST Property Owners Association, Inc., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 5th day of November, 1997.

  
\_\_\_\_\_  
GARRETT W. WALTON

(b)(7)(c) articles of incorp.)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bylaws  
of  
The Heron's Forest  
Property Owners Association, Inc.



**HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC.**

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**BYLAWS  
OF THE  
HERON'S FOREST PROPERTY  
OWNERS ASSOCIATION, INC.**

**ARTICLE I - NAME AND LOCATION**

The name of the corporation is THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at P.O. Box 12412, Pensacola, FL 32582, Pensacola, Escambia County, Florida, or such other places as designated by the Board of Directors, and meetings of Members and Directors may be held at such places within the State of Florida, Escambia County, as may be designated by the board of Directors.

**ARTICLE II - DEFINITIONS**

As used in these Bylaws:

**Section 2.1 - Association.** "Association" means and refers to THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., a Florida Corporation not-for-profit, its successors and assigns.

**Section 2.2 - Common Area.** "Common Area" means and refers to the Common Areas either as defined as such in the Declaration or as designated as such by the Association, and, without limiting the generality of the foregoing, shall include, among other things, that certain real property (and rights or interest therein) contained in those two certain "Deeds of Common Areas" recorded in Official Record Book 4263, Page 0713, and Official Record Book 4281, Page 0988, all of the public records of Escambia County, Florida.

**Section 2.3 - Declarant.** "Declarant" shall mean or refer to Heron's Forest Development Company, Inc., a Florida corporation, its successors and assigns.

**Section 2.4 - Declaration.** "Declaration" means and refers to that certain "Declaration of Covenants, Conditions and Restrictions for Heron's Forest" which is recorded in Official Record Book 4203, Page 1199, of the public records of Escambia County, Florida as the same may be amended, supplemented or restricted from time to time as therein provided. In interpreting these Bylaws and the Articles of Incorporation of the Association, words and phrases herein which are

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defined in the Declaration shall utilize the definitions in the Declaration recorded at the time of application.

Section 2.5 - Lot. "Lot means and refers to all Lots as defined in the Declaration.

Section 2.6 - Member. "Member" means and refers to those persons entitled to membership in the Association as provided in the Declaration.

Section 2.7 - Owner. "Owner" means and refers to an owner as defined in the Declaration.

Section 2.8 - Subdivision. "Subdivision" shall mean and refer to "Heron's Forest," a subdivision according to plat thereof recorded in Plat Book 16, Pages 18 and 18A, of the public records of Escambia County, Florida.

### **ARTICLE III - MEETING OF MEMBERS**

Section 3.1 - Annual Meeting. The first annual meeting of Members shall be held on such date and at such time and place in 1999, as the Board of Directors determines, and each subsequent regular annual meeting of the Members shall be held each calendar year thereafter and on such date and at such time as the board of Directors determines.

Section 3.2 - Special Meeting. Special meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written requests of one-fourth of the Owners.

Section 3.3 - Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice postage prepaid, at least seven (7) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, in the public records of Escambia County, Florida, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 3.4 - Quorum. The presence in person or by proxy at a meeting of Members entitled to cast one-fourth of the votes of membership shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.5 - Proxies. At all meetings of Members, each Owner may vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for

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which it is given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvene from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executed it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 3.6 - Member Voting. Unless otherwise specified in the Declaration, the Articles of Incorporation of the Association, or herein, decisions that require a vote of the Members must be made by the concurrence of at least a majority vote of the votes present, in person or by proxy, at a meeting at which a quorum has been attained.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 4.1 - Number. The affairs of this Association shall initially be managed by a Board of three (3) Directors, who need not be Members of the Association.

Section 4.2 - Election; Term of Office. Directors shall be elected by Members in the manner, and for the term, set forth in the Articles of Incorporation of this Association.

Section 4.3 - Removal. Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining directors and he shall serve for the unexpired term of his predecessor.

Section 4.4 - Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may with prior approval of the Board of Directors, be reimbursed for his actual expenses incurred in the performance of his duties as director.

Section 4.5 - Meetings of Directors. Except in an emergency, notice of all board meetings shall be posted in a conspicuous place in the Subdivision at least forty-eight (48) hours in advance of the meeting.

#### **ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS**

Section 5.1 - 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



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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. Such nominations may be made from among Members or non-members.

Section 5.2 - Election. Election to the Board of Directors shall be by voice vote or a show of hands, unless objected to by thirty percent (30%) of the Members present at that meeting, in which case the election shall be by written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting is prohibited.

#### **ARTICLE VI - MEETING OF DIRECTORS**

Section 6.1 - Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and hours as may be established from time to time by resolution of the Board.

Section 6.2 - Special Meetings. Special meetings of the board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director, unless notice is waived by all directors.

Section 6.3 - 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 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.

#### **ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 7.1 - Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and regulating the personal conduct of the Members, their families, guests, tenants, agents and contractors in the use of the Common areas, and to establish, if appropriate, penalties for the infraction thereof;

(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, for infraction of published rules and regulations by the Members or their families;

(c) Exercise for the Association all powers, duties and authority vested in or

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delegated to this Association by these Bylaws, the Articles of Incorporation or Declaration, and which are not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees or agents as the deem necessary, and to prescribe their duties and fix their compensation, if any.

Section 7.2 - Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Owners;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Fix the amount of any assessments against each Lot and its due date;

(ii) Mail written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of its due date; and

(iii) If and as it deems appropriate, foreclose the lien against property for which assessments are not paid within thirty (30) days after due date and/or to bring an action at law against the Owner personally obligated to pay same

(d) Issue, or cause an appropriate officer to issue, upon demand by an person, a sealed certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association, as it may deem appropriate;

(f) Cause the Common Areas to be maintained; and,

(g) Coordinate and cooperate with the Architectural Review Committee, as constituted in the Declaration, on matters pertaining to architectural control with the Subdivision.

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## **ARTICLE VIII - OFFICERS AND THEIR DUTIES**

**Section 8.1 - Enumeration of Officers.** The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, A Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

**Section 8.2 - Election of Officers.** The initial officers of the Association are as set forth in its Articles of Incorporation. Thereafter, an election of officers shall take place at the first annual meeting of the Board of Directors following each annual meeting of the Members.

**Section 8.3 - Term.** the officers of this Association shall be elected annually by the board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

**Section 8.4 - 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 other duties as the Board may, from time to time, determine.

**Section 8.5 - Resignation and Removal.** Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time 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 any later time specified there in and, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

**Section 8.6 - Variances.** A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 8.7 - Multiple Officers.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers created pursuant to Section 8.4 and, except for the initial officers of the Association specified in its Articles of Incorporation.

**Section 8.8 - Duties.** The duties of the officers are as follows:

### **President**

(a) The President shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instrumnets not otherwise provided for in these Bylaws or by Florida Statutes.

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Vice-President

(b) The Vice-President shall serve as President, and Chairman of the Board of Directors, in the absence of the President; and is authorized to sign all leases, mortgages, deeds and other written instruments not otherwise provided for in these Bylaws or Florida statutes.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members in written form; keep any corporate seal of the Association required by the Board of Directors 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 such other duties as required by the Board.

Treasurer

(d) The Treasurer (and/or such additional officers of the Association as the Board of Directors from time to time designates) shall receive and deposit in appropriate accounts all monies of the Association and shall disburse such funds as directed by the President (or in his absence the Vice-President) and the Board of Directors; shall sign all checks of the Association; keep proper books of account; cause an annual accounting of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX - BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE X - ASSESSMENT**

Section 10.1 - Assessment. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest legal rate and the

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Association or an Owner (on behalf of the Association) may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against the property. If the party initiating such action prevails, is shall be entitled to recover reasonable legal fees from the defendant and any such amounts so awarded shall be added to the amount of such assessment. No owner may waive or otherwise avoid liability for the assessments provided for herein by virtue of non-use of the common Areas or abandonment of his Lot.

### **ARTICLE XI - CORPORATE SEAL**

**Section 11.1 - Corporate Seal.** If directed by the Board of Directors, the Association shall have a seal in circular form having within its circumference the words: THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC.

### **ARTICLE XII - AMENDMENTS**

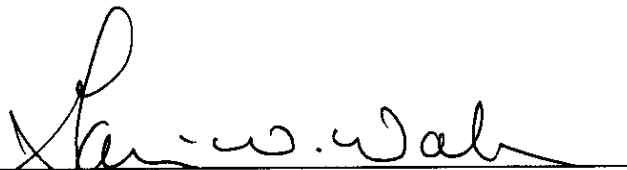
**Section 12.1 - Amendments.** These Bylaws may be amended at any time and from time to time by a vote of the majority of the Board of Directors; provided, however, that HUD and VA has the right to approve any amendments if there is then outstanding Class B membership.

**Section 12.2 - Priority of Bylaws.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declarations and these Bylaws, the Declaration shall control.

### **ARTICLE XIII - FISCAL YEAR**

**Section 13.1 - Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the date of commencement for the first fiscal year shall begin on 7/1/98.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaws of THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., as adopted by the board of Directors of said Association at its initial meeting on June 30, 1998.

  
\_\_\_\_\_  
Garrett W. Walton, Secretary

RCD Aug 13, 1999 01:45 pm  
Escambia County, Florida

Ernie Lee Magaha  
Clerk of the Circuit Court  
INSTRUMENT 99-645261