

BY-LAWS OF

TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC.

ARTICLE I. NAME AND OBJECT

TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC. is organized for the general purpose of advancing the civic and cultural interests of:

Terra Tranquila Subdivision according to the plat thereof, as recorded in Plat Book 31, Pages 22 and 23, of the Public Records of Palm Beach County, Florida

and is a non-profit corporation under the laws of the State of Florida with its principal place of business in Palm Beach County, Florida.

ARTICLE II. MEMBERSHIP

The qualifications and types of membership shall be as follows:

1. REGULAR MEMBERS: Regular members shall be limited to owners of fee title to real estate in the aforesaid Terra Tranquila Subdivision. Each regular member shall represent and receive a Certificate of Membership in the Association. Regular memberships shall be transferred only through the Association with the consent of the Board of Directors. When any regular member ceases to be the owner of fee title to real estate within the said Terra Tranquila Subdivision, the membership of such member shall thereupon terminate. Upon termination of membership, whether by reason of resignation, expulsion, or other removal of a member, it is required that said Membership Certificate shall be surrendered to the Secretary of the Association, properly endorsed, with the endorsement to the Association, within twelve (12) days from the date of the termination of membership, said date to be fixed by the Board of Directors. In the event that the Membership Certificate is not surrendered, such Certificate shall be declared null and void and the Board of Directors is hereby authorized to issue a duplicate thereof.

2. ASSOCIATE MEMBERS: Associate members shall be limited to those persons who are the Lessees (other than proprietary Lessees) and who occupy residential premises in Terra Tranquila, which said premises are owned by a regular member.

3. Voting rights in the Association shall be vested only in regular members. Each regular member shall be entitled to one (1) vote for each platted lot or subdivided parcel of land owned by said regular member within the Terra Tranquila Subdivision. Corporations may be considered as regular members. Corporations qualifying as regular members may designate executive officers or employees as their representative to act and vote in the Association. A resolution of said Corporation shall be on file with the Secretary of the said Association designating such officer or employee so authorized to act. The vote of said officer or employee shall be binding upon the Corporation represented by him.

4. All members of the immediate family of a regular or associate member residing in the household of such member shall be entitled to the privileges enjoyed by the member, but shall not be limited to the right to vote.

5. Other types of non-voting memberships may be created upon recommendation of the Board of Directors, said recommendation to be ratified by the affirmative vote of a majority of the regular members in attendance and voting at a regular or special meeting wherein proper Notice as provided herein has been given advising that additional memberships may be created.

6. When two or more persons are joint owners, as tenants by the entirety, or as tenants in common, in the Terra Tranquila Subdivision, one (1) and only one (1) of such joint owners shall become a regular member. When two (2) or more persons are the joint Lessees of real property in the Terra Tranquila Subdivision and reside therein, only one (1) shall become an associate member. The remaining joint owner shall be entitled to all other privileges of membership in the Association, except for the right to vote.

7. Associate membership is limited to those persons who occupy the premises or residence of regular members in good standing in the Association. Associate membership may be granted to said Lessees (other than proprietary Lessees) under such terms and conditions as the Board of Directors in its discretion may determine.

Associate members and the members of their immediate family to be entitled to the privileges of the Association must be approved in the same manner as regular members.

8. Only persons of good moral character and who possess such additional qualifications as shall be prescribed by the Board of Directors of the Association shall be qualified for membership.

9. Membership in the Association shall be granted upon the filing of a written application with the Board of Directors subject to the terms set forth in this paragraph. The written application shall be filed with the Secretary and shall give complete information regarding the applicant's qualifications, address, both business and residence, nature of business, bank reference, and such additional information as the Board of Directors may from time to time prescribe. The application form as approved by the Board of Directors, shall be considered as containing provision for the information required of an applicant. The Board of Directors from time to time in its discretion may appoint a membership committee to make such investigation or review of the application as may be desired and directed by the Board of Directors. The Board of Directors may, or may not, in its discretion, make public the membership of the membership committee. The decision of the Board of Directors' acting upon any application shall be final and shall not be subject to review in any forum. Any application may be rejected without cause and no reason for such rejection shall be given to the applicant. If an application is not approved, the fact of such disapproval shall not be disclosed by the Board of Directors to anyone other than the applicant and such additional persons as may be parties to the contracts providing for purchase of real property in the Terra Tranquila Subdivision, which would include by way of illustration and not by way of limitation, real estate brokers or salesmen. The Secretary of the Association shall notify the applicant of the rejection or acceptance of the application in writing within thirty (30) days of the date of filing of the application, except at its discretion, the Board of Directors, may, in writing, extend the time of such notification for additional investigation or review. In any event, such application shall be finally passed upon by the Board of Directors prior to the closing of the purchase of real property in Terra Tranquila. At the time of such closing, simultaneously, the approved applicant shall receive his membership certificate in the Association.

10. All privileges of membership shall cease upon the termination of such membership. Termination of membership shall not release the right of lien of the Association for assessments or maintenance fees against the

property of the person whose membership is terminated.  
Membership in the Association shall be terminated for any of the following reasons:

- A. By resignation;
- B. By action of the Board of Directors for failure to pay the charges and maintenance fees as shall be from time to time prescribed by the Board of Directors, or because of violation of the By-Laws, Declaration of Restrictions of record, or other rules and regulations of the Association. The grounds for termination set forth in this sub-paragraph B, shall be passed upon by the Board of Directors only after notice and hearing before said Board.
- C. By any regular member ceasing to be the owner in fee simple of real estate, covering a lot or sub-divided parcel in the Subdivision. the membership of such regular member shall thereupon terminate. The membership of an associate member shall terminate when said associate member ceases to lease and occupy a residence in the Subdivision.

11. A regular member shall have no vested privilege in or to the assets, functions, affairs, or franchise of this Association or any right, title, interest, or privilege which may be transferable, or inheritable, or which shall continue after his membership ceases, or while he is not in good standing. Upon the death of any regular member, the privileges of such membership shall be enjoyed by the immediate family for a period of One (1) year from the date of death. In the event, however, that title to said property passes to a surviving spouse, the surviving spouse shall be automatically declared to be a regular member. Upon the death of a regular member where title to the property passes to someone other than the surviving spouse, those who shall inherit the property by Will, or operation of law, shall have no greater right to acquire membership in this Association than any other applicant for membership in the Association. Such devisees shall thereupon file application for membership, which shall be considered as all other applications. The marriage of any single regular or associate member shall terminate his or her membership; provided, however, that upon such marriage, application may be filed for membership in the Association by either the husband or the wife and such application shall be processed by the Board of Directors as all other applications.

12. No regular or associate member shall at any time take part in the affairs of the Corporation, when his, her or its assessments or maintenance fees are more than thirty (30) days past due, unless such provision has been waived by the Board of Directors.

13. Membership Certificates shall be issued in consecutive order in the Certificate Book and shall be entered and registered in the number and order in which they are issued. Such certificates shall be subject to these By-Laws as then made and constituted, or which may hereafter be made and such By-Laws shall be considered as and shall be an essential part of the Contract between the Association and such member holding such certificate. No membership or certificate of membership may be sold, assigned, or transferred voluntarily or involuntarily or by Will or by operation of law, except in accordance with the provisions of these By-Laws and the provisions of the recorded Declaration of Restrictions.

### ARTICLE III. OFFICERS

The officers of TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC. shall be a President, a Vice President, and Secretary-Treasurer. Upon recommendation of the Board of Directors and ratification of a majority of the regular members of the Association in attendance at a meeting called upon notice, there may be created additional Vice Presidents or Assistants to the Secretary-Treasurer as may be deemed appropriate. Only regular and special members of the Association shall be eligible to hold office. Officers shall hold office for two (2) years, or until their successors are elected or appointed and have qualified. The Board of Directors shall select the President and Vice President from among its members. The Board of Directors shall select the Secretary-Treasurer from among its members or from the membership of regular and special members. Any vacancy in the offices herein designated shall be filled by the Board of Directors. Such appointment shall be for a two (2) year term from the date of the appointment.

The duties of the officers shall be as follows:

1. PRESIDENT: The duties of the President shall be to preside at all meetings of the members of the Board of Directors and do all things and perform all acts required by the office of President of the Association. The President shall appoint the membership of all committees. He shall have the power to remove any member of any committee, subject to the confirmation of the Board of Directors. He shall be an ex officio member of all committees.

2. VICE PRESIDENT: The duty of the Vice President shall be to perform the duties of the President due to the absence, illness, or disability of the President.

3. SECRETARY-TREASURER: The duties of the Secretary-Treasurer shall be to keep the books of the Corporation, to make accurate minutes of all meetings of the membership and of the Board of Directors; to keep a register of the names and addresses of all members of the Association, and such facts as may be found desirable to record therein; to collect all monies as he may be directed to collect from the members by the Board of Directors from time to time and receipt therefor and to deposit the same in such bank or banks as the Board of Directors may direct; to pay all bills and properly audit the same as the Board of Directors may direct; to make a report of all receipts and disbursements together with all properties and monies on hand to the Association at its annual meeting and to the Board of Directors when required by it; to perform such other duties as the Board of Directors may direct and in general to perform all duties usually incident to the offices of Secretary and Treasurer of the Association. All disbursements on behalf of the Association shall be by check unless otherwise ordered by the Board of Directors. All checks shall be signed by any two (2) officers authorized and designated by the Board of Directors.

The Board of Directors may require a surety bond covering the faithful performance of the duties of all or any officer or employee as it may deem appropriate in its discretion.

#### ARTICLE IV. BOARD OF DIRECTORS

The Board of Directors shall consist of seven (7) members. The original Board of Directors consisting of three (3) members shall hold office until July 1, 1985, or until all of the lots or subdivided parcels in Terra Tranquila Subdivision are sold by 555 Investment Corp., whichever event shall first occur. At the expiration of the term of the original Board of Directors as designated in the Charter, their successors shall be elected for a period of two (2) years, or until their successors are duly elected and have qualified. Where vacancies shall occur in the original Board of Directors designated in the Charter, their successors shall be appointed by the Board of Directors present at a meeting providing that a quorum is present called for such purpose, as provided in these By-Laws, each

successor to serve the unexpired term of the member of the original Board of Directors. Where vacancies occur in the Board of Directors after completion of the term of the original Board of Directors, the then Board of Directors shall appoint such additional members as are required by vacancies from the membership of regular and special members. Each successor member of the Board of Directors shall be elected for the unexpired term of the vacancy that he assumes. Any member of the Board of Directors may be removed from office upon the affirmative vote of seventy-five per cent (75%) of the regular members of the Association present at a regular meeting called upon notice for that purpose.

The election of members of the Board of Directors shall be in the manner and in the form prescribed by the Board of Directors not inconsistent with these By-Laws.

The Board of Directors shall meet upon the call of the President or a majority of the Board of Directors, subject to the limitation of the Articles of Incorporation.

#### ARTICLE V. POWERS OF THE BOARD OF DIRECTORS

The control of the physical properties and facilities of the Association, either presently owned or later acquired, is vested in the Board of Directors. The Board of Directors shall be responsible for improvement of facilities of the Association in order that they may be adequate for the present as well as for the future membership. The Board of Directors may acquire or receive title to real property and may provide for its control and maintenance after acquisition. Likewise, the Board of Directors may enter into agreements covering the use, enjoyment, and improvement of real property.

The Board of Directors shall take action and conduct hearings on charges made against members of the Association or for default in the payments called for under these By-Laws and the penalty to be imposed shall be determined by said Board. Members shall be expelled or suspended upon a majority vote of the Board of Directors as long as all members of the Board have had notice of the purpose for which the meeting was called, when dealing with disciplinary matters.

The Board of Directors shall have the right to levy assessments for any purpose provided in these By-Laws, and the same shall become due and payable as of the date the Secretary-Treasurer mails or presents

statements to the members of the Association. Statements shall be mailed to the address of each member as shown in the Association records. If an assessment is not paid within twenty (20) days after the same becomes due, a notice of default shall be mailed registered mail, return receipt requested to the delinquent member. If payment is not received within thirty (30) days after mailing notice of said default, then the Secretary-Treasurer shall report such default to the Board of Directors. No rights of membership shall be enjoyed by the delinquent member until that delinquency has been cured.

The Association may bring such legal recourse against the delinquent member as is necessary to make appropriate collection, plus six per cent (6%) interest from the date of delinquency and in the event legal action is taken, the member agrees to reimburse the Association for reasonable attorneys' fees. The Terra Tranquila Improvement Association, Inc. shall have a lien on the real property of its members located in the Terra Tranquila Subdivision to secure the payment of all assessments and maintenance charges due and to become due. The regular members who are record owners of said lots shall be personally liable for the payment of said assessment and maintenance charges and such liability shall not be terminated or suspended because of the fact that said regular member has leased his, her, or its real property to an associate member. The Secretary-Treasurer shall furnish to any owner, or any mortgagee of an owner, or any other interested person, a certificate showing the unpaid assessments or maintenance charges against any property in the Subdivision. The Association may by action of its Board of Directors subordinate in writing for limited periods of time the lien of the Association against any lot or lots for the benefit or better security of a mortgagee.

The members of the Association recognize that the purpose of the Association is to insure that the Subdivision be occupied by congenial persons and for the purpose of improving and benefiting the lands of the Subdivision. The members of the Association as a condition of accepting membership agree that the Association has the right to institute against any said member such cause of action, either by injunction or at law, as is required to enforce the Declaration of Restrictions of record, as they pertain to the subdivision and said members do further grant to the Terra Tranquila Improvement Association, Inc., the right to proceed for the enforcement of such Declaration of Restrictions, and the uniform maintenance of the properties as shall be available through the contractual relationship under which all purchasers in said Subdivision acquire title



to their property. The Board of Directors shall specifically have the right to require the members to maintain their properties in the Subdivision and to keep their lawns and shrubbery trimmed and neat; to remove all objectionable debris or material as may be located thereon. After notice by the Board of Directors to correct deficient maintenance on their properties, if said deficiencies remain uncured, then the Board of Directors shall have the right to hire maintenance people to perform such maintenance work as shall be prescribed by the Board of Directors and for this purpose the members grant unto the Board of Directors, its agents, employees, and all others designated by the Board of Directors, the right to enter upon the premises of the members for the purpose of completing such maintenance work; without liability or responsibility, criminal or civil, for trespass or any other action. The cost of such work required by the Board of Directors to cure maintenance deficiencies shall be an assessment against the property of the deficient member and shall be collected as all other assessments.

The Board of Directors may from time to time fix assessments and maintenance charges for the general improvement of the property of the Subdivision, in such manner and for such purpose as shall be determined by the Board of Directors. The Association shall have the right to enforce its lien on the properties of its members to secure the payment of such assessments and maintenance charges.

#### ARTICLE VI. COMMITTEES

The Board of Directors shall have the power, or may delegate to the President, the power to appoint and fix the authority and duties of all committees of the Association, except as has heretofore been specifically provided as a duty of the President. No committee of the Association may act in behalf of or bind the Association unless the committee action has the ratification of the Board of Directors.

#### ARTICLE VII. QUORUM OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to act for the good of the Association and to bind the Association in all matters, except as limited by these By-Laws and the Charter of the Association. Four (4) members in attendance at a meeting of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those present at any meeting of the Board of Directors shall be sufficient for all purposes.

## ARTICLE VIII. ASSOCIATION PROPERTY

Title to all Association property shall be held in the name of the Association and any conveyance of property shall be made in the name of the Association by the President and attested by the Secretary-Treasurer, or in the absence of these officers, by those delegated to perform their duties as elsewhere in these By-Laws provided.

## ARTICLE IX. ASSESSMENTS AND MAINTENANCE FEES

All assessments shall be uniform as against all regular members where the purpose of the assessment is for the accomplishment of the general welfare of the Association. Where, however, a member shall fail to maintain his or her property, as heretofore provided in these By-Laws, the said Board of Directors may assess a special maintenance fee against said member for the specific purpose of paying the expense of said maintenance of said member's property.

## ARTICLE X. THE ORDER OF BUSINESS

The order of business of all meetings of the Board of Directors shall be prescribed by said Board of Directors.

## ARTICLE XI. LOSS OR DAMAGE OF PROPERTY

The Association shall not be liable nor responsible for the destruction or loss of, or damage to, the property of any member, or visitor, or any other person.

## ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall be established by the Board of Directors.

## ARTICLE XIII. INTERPRETATION OF BY-LAWS

The Board of Directors shall have the full power and authority to interpret these By-Laws and its decisions on all questions shall be final, binding and conclusive, and not subject to review in any form.

#### ARTICLE XIV. CORPORATE SEAL

The corporate seal shall be engraved with the following: TERRA TRANQUILA IMPROVEMENT ASSOCIATION, INC., 1975, Florida.

Said seal shall remain in the custody of the Secretary-Treasurer and shall be affixed to all certificates of membership requiring a seal for complete execution. An impression of the seal is directed to be affixed to these By-Laws. The Board of Directors may adopt such other and further implements, or seals, or coat of arms as it may see fit.

#### ARTICLE XV. NOTICE

All notices provided for in these By-Laws shall be in writing and mailed to the address of the member as said address is shown on the records of the Association. Registered notice is not required unless specifically provided in these By-Laws.

#### ARTICLE XVI. AMENDMENTS

These By-Laws may be repealed, altered, amended, or added to by the affirmative vote of seventy-five per cent (75%) of all regular members at any annual or special meeting of the regular members, provided that any proposed amendment, repeal, alteration, or additions to the said By-Laws be submitted in writing to the members of the Association at least twenty (20) days prior to any such meeting. The Charter of the Association may be amended, altered, or repealed in like manner.

ADDENDUM TO BY-LAWS OF  
TERRA TRANQUILA IMPROVEMENT ASSOCIATION

ARTICLE V. POWERS OF THE BOARD OF DIRECTORS

- A) "Further, all lot owners shall submit a complete floor plan with front, side and rear elevation drawings, material specifications and color plan to the Association's Building Committee prior to construction of a dwelling. The Building Committee, acting for the Board of Directors, shall evaluate all plans and specifications, including exterior color scheme, utilizing standards of the highest level with regard to aesthetics, materials and workmanship and with regard to suitability of location, structures and external design in relation to surrounding structures and landscaping. All decisions of the Building Committee shall be submitted in writing to the Board of Directors and to the lot owner. In the event the Building Committee fails to approve or disapprove in writing any proposed plans and specifications within thirty (30) days after submission of such plans and specifications, then said plans and specifications shall be deemed to have been approved by the Building Committee. Homeowners desiring to repaint their homes or make any additions or alterations thereto shall also be subject to this requirement. The intent of this stipulation is to ensure that all homes in Terra Tranquilla shall be consistent and harmonious with the other homes in the neighborhood."
- B) The Association may bring such legal recourse against the delinquent member as is necessary to make appropriate collection, plus six percent (6%) interest from the date of delinquency "plus clerical cost in sending second notices at the computed cost of clerical time in 1981 of \$8 per letter," and in the event legal action is taken, the member agrees to reimburse the Association for reasonable attorneys' fees.