

BY LAWS
OF
SPRINGHILL PROPERTY
OWNERS' ASSOCIATION, INC
(A Corporation Not for Profit)

ARTICLE I
Identity

The following By-Laws shall govern the operation of SPRINGHILL PROPERTY OWNERS' ASSOCIATION INC., a corporation not for profit, (hereafter the "Association").

The Association is an incorporated non-profit association, organized and existing pursuant to Chapter 617 Florida Statutes, for the purpose of maintaining and preserving the beauty and desirability of properties of its members.

Section 1. The office of the Association shall be at 218 Datura Street, West Palm Beach, Florida, or at such other place designated by the Board of Directors of the Association.

Section 2. The seal and the corporation will bear the name of the corporation, and the word "Florida", the words "corporation not for profit corporation", and the year of incorporation, an impression of which is as follows:

ARTICLE II
and Voting Provisions.

Section 1. Membership in the Association shall be limited to owners of lots within the Springhill Subdivision of Palm Beach County, Florida. Transfer of ownership, either voluntarily or by operation of law, shall terminate membership in the Association, and said membership is to become vested in the transferee. If ownership is vested in more than one person, then all of the persons so owning said property shall be members eligible to hold office, attend meetings, etc., but, as hereinafter indicated, the vote of a lot owner shall be cast by the "Voting Member". If ownership is vested in a corporation, said corporation may designate an individual officer or employee of the corporation as its voting member.

Section 2. voting.

(a) All lot owners shall have an equal vote.

(b) A vote of 51% shall decide any question unless the By-laws or Articles of Incorporation provide otherwise, in which event voting percentages required in the By-Laws or Articles of incorporation shall control.

(c) Any lot owner who is in arrears on any assessments shall lose his or her equal vote until full payment is made.

Section 3. Quorum. Unless otherwise provided in these By-Laws, the presence in person or by proxy of a majority of the members' total votes shall constitute a quorum.

Section 4. Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote as set forth in Section 5 below and shall be filed with the Secretary of the Association prior to the meeting in which they are to be used. Proxies shall be valid only for the particular meeting designated therein. where a lot is owned jointly by a husband and wife and they have not designated one of them as a voting member, a proxy which designates a third person must be signed by both husband and wife.

Section 5. Designation of Voting Member. If a lot is owned by one person, his right to vote shall be established by presentation to the Secretary of the Association of a certified copy or original of the deed of conveyance to the lot. He shall be a "Voting member". If a lot is owned by more than one person, a certified copy of the deed of conveyance of the lot and a certificate, signed by all of the record owners of the lot designating the member entitled to vote, shall be filed with the Secretary of the Association. If a lot is owned by a corporation and for the corporation the officer or employee thereof entitled to cast the votes for the lot for the corporation shall be designated in a certificate for this purpose, signed by the President or Vice President, attested to by the Secretary of the corporation, and filed with the Secretary of the Association. The person designated in such certificate who is entitled to cast the votes for a lot shall also be known as a voting member". If such a certificate is not on file with the Secretary of the Association for a lot owned by more than one person or by a corporation, the votes of the lots concerned shall not be considered in determining the requirement for a quorum or for any purpose requiring the approval of a person entitled to cast the votes for the lot. Such Certificates shall be valid until revoked or until superseded by a subsequent Certificate or until a change in the ownership of the lot concerned. If a lot is owned jointly by a husband and wife, the following three provisions are applicable thereto:

(a) They may, but they shall not be required to, designate a voting member.

(b) If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(As previously provided, the votes of a lot are not divisible.)

(c) Where they do not designate a voting member, and only one is present at a meeting, the person present may cast the votes, just as though he or she owned the lot individually, and without establishing the concurrence of the absent person.

ARTICLE III
Meeting of the Membership,

Section 1. Time. The annual members' meeting shall be held at 7:30 p.m., local time, on the second Monday in January of each year for the purpose of electing Directors and transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held the same hour on the next succeeding Monday.

Section 2 Place. All meetings of the Association membership shall be held at a location convenient to the members and at such time as shall be designated by the Board of Directors of the Association and stated in the Notice of the meeting.

Section 3. Notices. It shall be the duty of the Secretary to deliver a notice of each annual or special meeting, stating the time and place thereof, to each voting member, at least five (5) days but not more than fifteen (15) days prior to such meeting. Notice of any special meeting shall state the purpose thereof. All notices shall be served at the address of the lot owner as it appears on the books of the Association.

Section 4. Meetings. Meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, and shall be called by the President or Secretary at request, in writing, of a majority of the Board of Directors, or the request in writing of voting members representing a majority of the lot owners' total votes, which request shall state the purpose of the proposed meeting. Business transacted at all meetings shall be confined to the objects stated in the notice thereof.

Section 5. Waiver and Consent. Whenever the vote of members at a meeting is required or permitted by any provision of these by-laws, to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if two-thirds (2/3) of the members who would have been entitled to vote upon the action if such meeting were held, shall consent, in writing, to such action being taken; however, notice of such action shall be given to all members.

Section 6. Adjourned Meeting. If any meeting of members cannot be organized because a quorum of voting members is not present, either in person or by proxy, the meeting may adjourn from time to time until a quorum is present.

ARTICLE IV

Directors

Section 1. Number, Term, and Qualifications.

(a) The affairs of the Association shall be managed by a Board of Directors composed of at least thirteen (13) persons.

(b) The term of each Director's service shall be for two (2) years and extend until the annual meeting of the members, or until his or her successor is duly elected and qualified in the manner provided for in Section 3 of this article.

(c) No Board Member shall succeed himself or herself more than once.

(d) To institute this Amendment and to maintain continuity of the Board, the first election shall be divided into two classes, Six (6) members will be elected for a one-year (1-year) and the remaining seven (7) will be elected for a two-year (2-year) term. This creates in succeeding years a change of only part of the Board and maintains continuity of operation.

Section 2. First Board of Directors.

(a) The first Board of Directors of the Association who shall hold office and serve until the first meeting of members and until their successors have been elected and qualified shall consist of the following:

Robert A. Satter, 537 Muirfield, Atlantis, Florida

Joseph C. Bova, 342 Southwind Drive, North Palm Beach, Florida

Bernard Slean, 2073 Radnor Road, Juno Isles, Florida

(b) The organizational staff meeting of a newly elected Board of Directors of the Association shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary provided a quorum shall be present.

Section 3. Removal of Directors At and time after the first meeting of the membership, at any duly convened regular or special meeting, any one or more of the Directors may be removed, with or without cause, by the affirmative vote of the voting members casting not less than two-thirds (2/3) of the total votes present at said meeting and a successor may then and there be elected to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner provided in Section 4 below.

Section 4. Vacancies on Directorate. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a

successor or successors who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred or such vacancy may remain unfulfilled. The election held for the purpose of filling said vacancy may be held at any meeting of the Board of Directors.

Section 5. Disqualification and Resignation of Directors.

Any Director may resign at any time by sending a written notice of such resignation to the office of the corporation, delivered to the secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the secretary. Commencing with the Directors elected at the first meeting of the membership, the transfer of title of his lot by a Director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors, unless the Director continues to own another lot. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an assessment, and said delinquency shall automatically constitute a resignation effective when said delinquency is confirmed by the Board of Directors.

Section 6. Meetings. Meetings of the Board of Directors may be called by the President, and in his absence by the Vice President, or by a majority of the members of the Board of Directors by giving five (5) days notice, in writing, to all of the members of the Board of Directors of the time and place of said meeting. All notices of meeting shall state the purpose of the meeting.

Section 7. Directors Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting and such waiver shall be deemed Equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at such meetings at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At each such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

Section 9. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law, by the Articles of Incorporation or by these By-Laws directed to be exercised and done by the members. These powers shall specifically include, but shall not be limited to, the following:

(a) To exercise all powers specifically set forth in the Articles of Incorporation, ill these By-Laws, by law, and all powers incidental thereto.

(b) To make assessments, collect assessments, and use and expend the assessments, to carry out the purposes and powers of the Association.

(c) To employ dismiss and control the personnel necessary for the maintenance and preservation of the area described herein, including the right and power to employ attorneys, accountants, and other professionals as the need arises.

(d) To make and amend regulations respecting the operation and the use of the facilities, and the use and maintenance of any property acquired by the Association.

(e) To designate one or more committees which, to the extent provided in the resolution designating said criminate, shall have the power of the Board of Directors in the management of the business and affairs of the Association. Such committees shall consist of at least three (3) members of the Association, one of whom shall be a Director. The committee or committees shall have such name or names as may be determined from time to time by the Board of Directors, said committee(s) shall keep regular minutes of their proceedings and report the same to the Board of Directors as required. The foregoing powers shall be exercised by the Board of Directors or its contractor or employees, subject only to approval by members when such is specifically required.

ARTICLE V Officers

Section 1. Elective Officers. The principal officers of the Association shall he a President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The President shall be a member of the Board of Directors.

Section 2. Election. The officers of the Association designated in Section 1, above, shall be elected by the Board of Directors at the organizational meeting of each new Board following the meeting of the members.

Section 3. Appointive Officers. The Board may appoint, Assistant Secretaries, Assistant Treasurers, and such other officers as the Board deems necessary

Section 4. Term and Compensation The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the Board of Directors; provided, however, that no officer shall be removed except by the affirmative vote for removal by a majority of the whole Board 0+ Directors. If the office of any officer

becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. No compensation will be paid to the officers of the Association.

Section 5. The President He shall be the chief executive officer of the Association; he shall preside at all meetings of the lot owners and of the Board of Directors. He shall have executive powers and general supervision over the affairs of the Association and other officers. He shall sign all written contracts and perform all of the duties incident to his office which may be delegated to him from time to time by the Board of Directors

Section 6. The Vice President. He shall perform all of the duties of the President in his absence and such other duties as may be required of him from time to time by the Board of Directors.

Section 7. The Secretary. He shall issue notice of all Board of Directors' meetings and all meetings of the lot owners; he shall attend and keep the minutes of same; he shall have charge of all of the Association's books, records and papers, except those kept by the Treasurer. If an Assistant Secretary is appointed, he shall perform the duties of the Secretary in the Secretary's absence.

Section 3. The Treasurer.

(a) He shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors of the Association

(b) He shall disburse the funds of the Association as may be ordered by the Board of Directors in accordance with these By-Laws, making proper vouchers for such disbursements and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the Association.

(c) He shall collect the assessments and shall promptly report the status of collections and of all delinquencies to the Board of Directors of the Association.

(d) He shall give status reports to potential transferees on which reports the transferees may rely.

(e) If an Assistant Treasurer is appointed, he shall perform the duties of the Treasurer in the Treasurer's absence.

Section 9. The officers of the Association who shall hold office and serve until the first election of officers by the First Board of Directors of the Association following the first meeting of members and pursuant to the terms of these By-Laws, are as follows:

Robert A. Satter	President
Joseph C. Bova	Vice President
Bernard Slean	Secretary/Treasurer

ARTICLE VI

Finances and Assessments.

Section 1. Depositories. The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors from time to time upon resolution approved by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by such officer and officers of the Association as may be designated by the said Board of Directors. Obligations of the Association shall be signed by at least two officers of the Association.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year; provided; however, that the Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

Section 3. Determination of Assessments.

(a) The Board of Directors of the Association shall fix and determine, from time to time, the sum or sums necessary and adequate for the expenses of the Association. Expenses shall include expenses for the operation, maintenance, repair, replacement, or taxes of Association property, utilities, costs of carrying out the powers and duties of the Association, all insurance premiums and relating thereto, including fire insurance and extended coverage, and any other expenses designated from time to time by the Board of Directors of the Association. The Board of Directors is specifically empowered, on behalf of the Association, to make and collect assessments. Funds for the payment of expenses shall be assessed against the lot owners equally. Said assessments shall be paid within sixty (60) days of the notice of assessment being delivered to lot owner - unless ordered by the Board of Directors. Special assessments, should such be required by the Board of Directors, shall be levied in the same manner as hereincefore. provided for regular assessments and shall be payable in the manner determined by the Board of Directors. Service charges shall be added to the delinquent accounts for each thirty-day (30-day) period as deemed fit by the Board of Directors to cover expenses incurred as a result of said delinquency.

(b) When the Board of Directors has determined the amount of any assessment, the Treasurer of the Association shall mail or present to each lot owner a statement of said lot owner's assessment. All assessments shall be payable to the Treasurer of the Association, and upon request, said Treasurer shall give a receipt for each payment made. to him.

(c) The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated fluids required to defray expenses and to provide and maintain funds to cover current expenses, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable

allowance for contingencies and working funds (except expenditures chargeable to reserves, to additional improvements or to operations); betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional property that will be a part of the Association property reserves for depreciation; and operations, the amount of which may to provide working funds or to meet losses.

Section 4. Co-Mingling of funds. All sums collected by the Association from assessments may be co-mingled in a single fund or divided into more the one fund, as determined by the Board of Directors.

Section 5. Acceleration of Assessment Installments Upon Default. The Board of Directors shall have the power to collect assessments in monthly installments. If a lot owner shall be in default in the payment of an installment upon any assessment, the Board of Directors may accelerate the remaining installments for the fiscal year upon notice thereof to the lot owner and, thereupon, the unpaid balance of the assessment shall become due upon the date stated in the notice but not less than fifteen (15) days after delivery of or the mailing of such notice to the lot owner.

Section 6. Lien. Each of the lots described in the area designated by the Articles of Incorporation is hereby made subject to a lien and permanent charge in favor of the corporation for annual assessments of charges and each lot hereafter made subject to this declaration shall automatically be subject to said lien and permanent charge. Any and all of the assessments and charges together with interest thereon, if any, shall constitute a permanent charge upon and a continuing lien on the lot to which such assessments relate and such permanent charge and lien shall bind such lot in the hands of any and all persons.

In the event that any assessment shall not have been paid within thirty (30) days of the due date, the Treasurer of the Association shall send a delinquency notice by certified mail to the delinquent member. In the event that any assessment shall not have been paid within fifteen (15) days of the receipt of said delinquency notice; the Treasurer shall certify to the Board of Directors the name and address, as well as the amount in arrears, of the member. The Board of Directors shall then cause to be prepared, for execution by the President and Secretary of the Association a Notice of Lien to be filed with the Clerk of the Circuit Court of Palm Beach County, Florida. When necessary, on receipt of payment of a delinquent assessment, a satisfaction of lien shall be executed and recorded. In the event that any assessment continues to remain in default, the Association shall pursue its remedies at law or in equity.

ARTICLE VII

Compliance and Default.

Section 1. Violations In the event of a violation (other than the non-payment of assessments) by the lot owner in any of the provisions of these By-Laws, of the Articles of Incorporation, or any valid restrictive covenants recorded by pl at or otherwise, the Association, by direction of its Board of Directors, may notify the lot owner by written notice of said breach, transmitted by mail, and if such violation shall continue for a period of thirty (30) days from the date of the notice, the Association, through its Board of Directors, shall have the right to treat such violation as an intentional, inexcusable and material breach of the By-Laws, Articles of Incorporation or Declaration of Restrictions, and the Association may then, at its option, have the following elections:

(a) An action at law to recover damages on behalf of the Association or on behalf of the other lot owners;

(b) An action in equity to enforce performance on the part of the lot owner; or

(c) An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief

Upon finding by the Court that the violation complained of is willful and deliberate, the lot owner so violating shall reimburse the Association for reasonable attorneys' fees incurred by it in bringing such action. Failure on the part of the Association to maintain such action at law or in equity within thirty (30) days from date of a written request signed by a lot owner sent to the Board of Directors, shall authorize any lot owner to bring an action in equity or suit at law on account of the violation. Any violations which are deemed by the Board of Directors to be a hazard to public health may be corrected immediately as an emergency matter by the Association, and the cost thereof shall be charged to the lot owner as a specific item.

Section 2. Costs and Attorneys' Fees. In any proceeding arising because of an alleged default by a lot owner, the prevailing shall be entitled to recover the costs of the proceeding and such reasonable attorneys' fees as may be determined by the court.

Section 3. No Waiver of Rights. The failure of the Association or of a lot owner to enforce any right, provision, covenant or condition which may be granted by the plat or by any other valid restrictive covenant shall not constitute a waiver of the right of the Association or lot owner to enforce such right, provision, covenant or condition of the future.

ARTICLE VIII

Amendments to the By-Laws.

These By-Laws may be altered, amended or added to at any duly called meeting of the lot owners, provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment.
- (2) The amendment shall be approved by the affirmative vote of the voting members casting not less than two-thirds (2/3) of the total votes of the lot owners.

ARTICLE IX

Liability Survives Termination of Membership.

The termination of membership in the Association shall not relieve or release any such former owner or member from any liability or obligation incurred under or in any way connected to said lot owner's ownership and membership or impair any rights or remedies which the Association may have against such former owner or in any way connected with such ownership and membership and the covenants and obligations incident thereto

ARTICLE X

Parliamentary Rules.

Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Articles of incorporation or these By-Laws.

ARTICLE XI

Rules and Regulations.

The Board of Directors may, from time to time, adopt or amend previously adopted administrative Rules and Regulations governing the use details of the use and maintenance of properties within the area described in the Articles of Incorporation in order to insure compliance with the restrictive covenants and with the Architectural and Landscaping Standards and any facilities or services made available to the lot owners. A copy of the Rules and Regulations adopted from time to time, as herein provided, shall, from time to time, be sent to the members.

If any irreconcilable conflict should arise or exist with respect to the interpretations of these By-Laws, Articles of Incorporation or the restrictive covenants, the latter shall prevail.

