

BY-LAWS

OF

INDIAN LAKE ESTATES, INC.

NOT FOR PROFIT

ARTICLE I - NAME AND LOCATION

The name of the corporation is INDIAN LAKE ESTATES, INC., hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located at Indian Lake Estates, Polk County, Florida, but meetings of members and directors may be held at such places within the State of Florida, County of Polk, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Corporation" shall mean and refer to INDIAN LAKE ESTATES, INC., its successors and assigns.

Section 2. "Indian Lake Estates" shall mean and refer to all portions of the real property depicted on Exhibit A, attached.

Section 3. "Member" shall mean any natural person who:

(a) owns a legal or beneficial interest in real property at Indian Lake Estates as demonstrated by a copy of the recorded instrument creating such interest or the records of the Polk County Clerk of the Circuit Court, and

(b) has timely paid all annual maintenance fees assessed against every such property in which such individual or entity owns a legal or beneficial interest, and

(c) has completed, executed, and delivered a membership application to the Secretary of the Corporation at least ten (10) days before any scheduled meeting of the Voting Members. That application shall remain in effect until the individual or entity no longer owns a legal or beneficial interest in real property at Indian Lake Estates.

(d) A Member who has complied with Section 3 (a), (b) and (c) shall be considered in good standing.

Section 4. "Voting Member" shall mean that Member in good standing who:

(a) is designated in a written statement by the other Members who co-own a legal or beneficial interest in real property in Indian Lake Estates to cast a vote on any matter presented to the Voting Members. That statement must be presented to the Secretary of the Corporation at least ten (10) days before any scheduled meeting of the Members. Such designation shall be valid until revoked by a subsequent written statement. A maximum of two Members per lot may be designated to vote for any particular matter submitted to the Voting Members. A Voting Member may cast only one (1) vote on any single matter regardless of the number of lots owned, and

(b) resides in Indian Lake Estates a minimum of three (3) months per calendar year.

Section 5. "Property Owner" shall mean any person or entity owning a legal or beneficial interest in real property at Indian Lake Estates.

Section 6. "Common Property" shall mean any real property within Indian Lake Estates which is owned or leased by the Corporation.

Section 7. "Amenities" shall include, but not be limited to, the clubhouse, marina, pier, golf course, beach and recreation facilities. The listing of these amenities does not require that these amenities be provided or that they be offered in the future.

Section 8. "Bulletin Boards" shall mean those bulletin boards located in the following places:

- (a) the Clubhouse Rotunda,
- (b) the Golf Breezeway, and
- (c) any other location on common property decided by the Board of Directors.

Section 9. "Fiscal Year" shall mean January 1 through December 31.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. *Regular Meetings.*

(a) The Annual Meeting of the Members shall be held in the month of December and a minimum of three (3) additional regular meetings of the Members shall be held each year in the Clubhouse of Indian Lake Estates. The time and date of each meeting will be established by the Board of Directors at its first regular meeting of each year. The Board of Directors will endeavor to schedule the three (3) additional regular meetings for the months of February, April, and October.

(b) If the Annual Meeting is not held on the date herein provided for, by oversight or otherwise, a Special Meeting in lieu thereof shall be held as soon thereafter as practical, and any business transacted or election held at such meeting shall be valid as if transacted or held at the annual meeting.

Section 2. *Special Meetings.* Special Meetings of the Members may be called at any time by the Board of Directors or upon written request of fifty (50) Voting Members. Written requests for a special meeting of the Members shall state the purpose of the meeting.

Section 3. *Notice of Meetings.* Written notice of each meeting of the Members, together with an agenda, shall be posted on each of the Bulletin Boards by the Secretary or person authorized to call the meeting, at least thirty (30) days before any Regular Meeting and, at least fifteen (15) days before any Special Meeting.

Section 4. *Quorum.* The presence in person or by proxy, at a meeting of fifteen percent (15%) of the Voting Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Voting Members present thereat shall have power to adjourn the meeting to another place and time and such adjourned meeting shall be held with notice, until a quorum as aforesaid shall be present to be represented.

Section 5. *Order of Business at Meetings of Voting Members.* The meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order and the following order of business shall be followed at the meetings of the Members:

- A. Pledge to Flag
- B. Roll Call- Verification of Quorum
- C. Reading of Minutes of previous meeting
- D. Report of Treasurer
- E. Report of President
- F. Report of Committees
- G Unfinished business
- H. New business
- I. Report of Election of Directors (Annual Meeting only)
- J. Adjournment

**ARTICLE IV - BOARD OF DIRECTORS:
SELECTION: TERM OF OFFICE**

Section 1. *Number.* The affairs of this Corporation shall be managed by a Board of seven (7) Directors. Only persons who are Voting Members may serve as members of the Board of Directors.

Section 2. *Term of Office.* The term of office for each director shall be three (3) years. No person shall be elected to more than two (2) consecutive terms. Terms of directors shall be staggered so that no more than three (3) directors are elected each year.

Section 3. *Eligibility.* Only those persons who are Voting Members and who reside in Indian Lake Estates for a minimum of ten (10) months per year shall be eligible to serve on the Board of Directors or serve as chairman of any committee. No person who is a paid employee of Indian Lake Estates, Inc. or a lessee of Indian Lake Estates common property shall be eligible to serve on the Board of Directors or as chairman of any committee. Upon request any person seeking a seat on the Board of Directors shall present a certified copy of the recorded instrument demonstrating his or her ownership of property in Indian Lake Estates.

Section 4. *Removal.*

(a) Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the Voting Members. If a member is to be removed by vote at a meeting, such removal requires the affirmative vote to remove the director of a majority vote of all Voting Members, not only those Voting Members present at such a meeting.

(b) The notice of a meeting of the Voting Members to recall a member or members of the Board of Directors shall state the specific director or directors sought to be removed.

(c) A proposed removal of a director at a meeting shall require a separate vote for each member of the Board of Directors sought to be removed. Where removal is sought by written agreement, a separate written agreement is required for each member of the Board of Directors to be removed.

(d) If removal is effected at a meeting, any vacancies thereby shall be filled by the Voting Members at the same meeting.

(e) Any director who is removed from the Board of Directors shall not be eligible to stand for reelection until the next Annual Meeting of the Members.

(f) Any director or directors removed from office shall turn over to the Board of Directors within 72 hours any and all records of the corporation in his or her possession.

(g) If any director who is removed shall not relinquish his or her office or turn over records as required under this section, the remaining members of the Board of Directors or any Voting Member(s) may petition a court of competent jurisdiction to summarily order any such director to relinquish his or her office and to turn over corporate records.

Section 5. *Resignation.*

(a) A director may resign at any time by delivering written notice to the Board of Directors or the President.

(b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date. In those instances when a notice specifies a later effective date, the remaining members of the Board of Directors may accept the later effective date or may reject the later effective date. If the remaining members of the Board of Directors, by vote at a regular or special meeting, do not accept the later effective date, that action shall be deemed a rejection of the later effective date. Upon such a rejection by the remaining members of the Board of Directors of the later effective date, the resignation shall be effective at the time such vote is taken. The remaining members of the Board of Directors may fill any vacancy created by resignation and any director who has resigned may not take part in the vote of his or her replacement.

(c) Any Director who misses three (3) regular meetings of the Board of Directors during any fiscal year unless excused by a majority of the remaining board members shall be deemed to have resigned.

Section 6. *Vacancy on Board.*

(a) Any vacancy occurring on the Board of Directors, other than the vacancy caused by the removal of a director by the Voting Members at a meeting, according to **Article IV. Section 4. Removal.** (d), may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the Voting Members or, on the application of any person, by the circuit court of the county where the registered office of the Corporation is located.

(b) A director elected or appointed to fill a vacancy shall be elected or appointed only for a term of office continuing until the next election of directors. If necessary, a special election shall be held at the same time and place and under the same conditions as the next regular election to choose a director to serve for the unexpired term of the vacating director.

Section 7. *Compensation.* No director shall receive compensation for any service he or she may render to the Corporation. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 8. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the unanimous written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. *Voting Procedure.* The Board of Directors shall be elected by written ballot, voting machine, absentee ballot, or a combination of these methods. Not less than forty-five (45) days before a scheduled election, the Corporation shall post notice of the date of the election. Any eligible persons desiring to be a candidate for the Board of Directors shall give written notice to the Secretary of the Corporation not less than twenty-two (22) days before a scheduled election. Twenty-one (21) days before the election the Corporation shall post a second notice of election together with a list of all candidates and absentee ballots shall be available at the office of the Corporation, and, in the sole discretion of the Board of Directors, electronically. The Board of Directors shall have the authority to establish all procedures related to the use of absentee ballots except that to be effective, all absentee ballots must be received in the office of the corporation no later than the date set for the election of directors.

Section 2. *Elections.* Elections shall be held immediately before the Annual Meeting of the Members. The elections shall be by written ballot, voting machine or absentee ballot and by plurality of the votes cast, each Voting Member being entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled (there shall be no cumulative voting). At least 15 percent (15%) of the Voting Members must cast a ballot, either in person or by absentee ballot, in order to have a valid election. It shall not be necessary for there to be a quorum in order for an election to occur. No minimum number of votes is necessary for election to the Board of Directors

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Notice of Regular Meetings shall be posted, with agenda, on the Bulletin Boards at least seven (7) days prior to the meeting date.

Section 2. *Special Meetings.* Special Meetings of the Board of Directors shall be held when called by the President of the Corporation, or by a majority of the directors, after not less than forty-eight (48) hours notice. All board members shall be notified and notice shall be posted, with agenda, on the Bulletin Boards. The requirement of 48 hours notice shall not apply in the event of an emergency, as determined by the person(s) calling the Special Meeting. Only subjects pertaining to the agenda will be discussed.

Section 3. *Executive Sessions.* Executive Sessions of the Board of Directors may be called by the President of the Corporation for the purpose of discussing private or sensitive matters. All board members shall be notified. Only Directors and those persons invited by the Board of Directors shall be permitted to attend Executive Sessions

Section 4. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Directors may not act through proxy. A director shall be deemed present if he or she participates in a regular or special meeting by any means of communication by

which all directors participating may simultaneously hear each other during the meeting. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5. *Order of Business.* The meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order and the following order of business shall be followed at the meetings of the Board of Directors:

- A. Roll Call - Verification of Quorum.
- B. Reading of Minutes of previous meeting.
- C. Report of Treasurer.
- D. Report of President.
- E. Report of Committees.
- F. Unfinished business.
- G. New business.
- H. Adjournment.

ARTICLE VII - POWERS AND DUTIES OF BOARD OF - DIRECTORS

Section 1. *Powers.* The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Property and Amenities and the conduct of all persons thereon, and to establish penalties for the infraction thereof;
- (b) Charge a late fee for the failure to pay maintenance fees in a timely manner;
- (c) Suspend the voting rights and right to use of the Common Property and Amenities of a Member or Property Owner during any period in which such Member or Property Owner shall be in default in the payment of any fee levied by the Corporation. 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;
- (d) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation;
- (e) 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) regular meetings of the Board of Directors during any fiscal year unless excused by a majority of the remaining board members;
- (f) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- (g) Appoint persons to committees as it deems appropriate.

Section 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.
- (b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed.

- (c) Propose a balanced budget for each year not later than November 15 of the preceding year. A summary of the proposed budget shall be available at the corporate office and electronically on the next business day. The proposed budget shall be submitted to the membership for approval at its Annual Meeting. The budget must be approved by a majority of the Voting Members present at the Annual Meeting.
- (d) Review the Corporation's income and expenses at its regular monthly' meeting in the months of March, June and September. If necessary to remain within the budget the Board of Directors shall decrease expenditures. As long as the total of all expenditures is within the overall budget, the Board of Directors may transfer funds between expenditure categories by majority vote.
- (e) Provide each Property Owner with an annual statement regarding the financial condition of the Corporation and the physical condition of the Common Property.
- (f) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation.
- (g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (h) Cause the Common Property to be maintained within the limits of the approved budget.
- (i) Cause one percent (1%) of the projected annual budget to be placed in a reserve fund. This reserve fund shall be a line item in the budget and shall be used only for replacement and/or repairs to Amenities after a catastrophic event.
- (j) Cause twenty-five percent (25%) of any budget carry over at the end of the fiscal year to be placed in a reserve fund to be used for capital improvements to Amenities. This reserve fund shall be a line item in the budget. The Board of Directors may not approve the expenditure of these funds for any purpose or project, the total cost of which may reasonably exceed \$20,000.00, until after such expenditure is approved by a majority of the Voters present at a regular or special meeting of the Voting Members.

Section 3. *Restrictions on Board's Authority.*

- (a) Except as expressly-provided herein, Common Property may not be sold, transferred or leased for more than one (1) year, pledged, mortgaged or otherwise encumbered by the Corporation unless such sale, transfer, lease of more than one (1) year, pledge or mortgage is approved by two thirds (2/3) of the Voting Members present at a meeting of the Members.

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foregoing notwithstanding, the Board of Directors may enter into any renewal, extension, or replacement of any lease agreement in existence as of the date these By-Laws are approved or adopted and may lease the restaurant operated in connection with the country club for a period not to exceed four (4) years without the approval of the Voting Members.

- (b) The Board of Directors may not approve the expenditure of funds for any non-budgeted purpose or project, the total cost of which may reasonably exceed \$20,000.00 until after such expenditure is approved by a majority of the Voting Members present at a regular or special meeting of the Members.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. *Enumeration of Offices.* The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. *Nomination and Election of Officers.* The nomination and election of officers shall take place at an Executive Session of the Board of Directors called by the outgoing President and occurring not less than five (5) days nor more than ten (10) days after the election of directors at the Annual Meeting of the Members.

Section 3. *Term.* The officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. *Special Appointments.* The Board may elect such other assistant officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine; however, any non-board member appointed to such position shall not be entitled to vote on Board decisions and shall not be counted in determining whether a quorum is present.

Section 5. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. 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 therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the annual term of the officer he or she replaces.

Section 7. *Multiple Offices.* 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 offices created pursuant to Section 4 of this Article.

Section 8. *Duties.* The general duties of the officers are as follows:

PRESIDENT - The president shall preside at all meetings of the Members and Board of Directors; shall see that Orders and resolutions of the Board are carried out; shall be authorized to sign leases, mortgages, deeds and other written instruments and shall sign all promissory notes as directed by the Board of Directors.

VICE PRESIDENT - The vice president shall act in the place and instead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

SECRETARY - The secretary, or his or her designee, shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Voting Members; post all minutes except Executive Session minutes on official bulletin boards; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Voting Members; keep appropriate current records

showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

TREASURER - The treasurer, or his or her designee, shall receive and deposit, in accordance with FDIC limits, in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; may sign checks of the Corporation; checks above an amount established by the board shall require 2 authorized signatures; keep proper books of account; cause an annual audit (which may be certified at the discretion of the Board of Directors) of the Corporation 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 Voting Members.

Section 9. *Duties of All Directors.* A Director shall perform his or her duties as Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented,
- (b) legal counsel, public accountants or other persons as to matters which a Director reasonably believes to be within such person's professional or expert competence, or
- (c) a committee of the Board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his or her duties in compliance with this section shall have no liability by reason of being or having been a Director of the Corporation.

ARTICLE IX - BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours and upon reasonable notice, be subject to inspection by any Member. The Articles of Incorporation, Covenants and the By-Laws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost and upon reasonable notice.

ARTICLE X- CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words: INDIAN LAKE ESTATES, INC.

ARTICLE XI-AMENDMENTS

Section 1. *Proposal to Voting Members.* The Board of Directors may propose any amendment to these By-Laws to the Voting Members. The Board of Directors shall propose an amendment to these By-Laws to the Voting Members if an amendment is submitted to the Board of Directors in writing and signed by a least fifty (50) Voting Members if the amendment is permitted under the Articles of Incorporation and Florida law.

Section 2. *Procedure.* Notice of any amendment(s) proposed by the Board of Directors shall be posted on the Bulletin Boards. The proposed amendment(s) will be presented to the Voting Members at the next special or regular meeting of the Members, provided that the next meeting does not occur until at least thirty (30) days after posting of notice. At the initial meeting of the Members at which proposed amendment(s) are to be considered copies of the proposed amendment shall be available to the Voting Members and the proposed amendment(s) shall be discussed. The Voting Members shall vote on the proposed amendment(s) at a second meeting of the Members which shall be scheduled at least 30 days after the initial meeting. A copy of the proposed amendment(s) may be obtained at the Corporation's office during normal business hours.

Section 3. *Required Vote.* A proposed amendment shall be approved by a majority of the Voting Members present, in person or by absentee ballot, at the second meeting provided a quorum is in attendance. However, any amendment to Article VII Section 3(a) shall require approval of at least two-thirds (2/3) of the Voting Members present, in person or by absentee ballot.

HISTORICAL INFORMATION

Three corporations existed in Indian Lake Estates at one time:

Lakesite Development, Inc. - Non-Profit

Indian Lake Maintenance, Inc. - Profit

Indian.Lake Civic Association, Inc. - Non-Profit

Indian Lake Maintenance, Inc. was changed from a Profit Corporation to a Non-Profit Corporation by the Corporation's attorney at the request of the Board of Directors. .

Then all three Corporations were merged into Indian Lake Civic Association, Inc. by a vote of the membership on June 23, 1994 and after the Board of each Corporation had approved the same.

The name of Indian Lake Civic Association, Inc. was changed to Indian Lake Estates, Inc. by a vote of the membership on March 9, 1995 and after approval by the Board of Directors.

The above By-Laws of all three merged corporations were then changed and updated by the attorney and with the assistance of a By-Laws Committee.

These rewritten By-Laws were then approved by the membership on March 9, 1995 and after approval by the Board of Directors.

These By-Laws were amended by the membership on December 3, 2009.