

BY – LAWS
LAKE JULIANA LANDINGS
H.O.A. INC.

A Not-For-Profit Corporation

Adopted: September 8, 2003

Revised: June 2006

Revised: February 2009

Revised: December 8, 2009

Revised: December 2, 2014

Revised: December 7, 2015

Revised: January 10, 2017

BY-LAWS OF

January 10, 2017

LAKE JULIANA LANDINGS H.O.A. INC.

A Not-for-Profit Corporation

ARTICLE I

NAME, ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

Section 1.1. NAME. The name of this corporation (hereinafter referred to as the "Association") is:

Lake Juliana Landings H.O.A. Inc.

Section 1.2. REGISTERED OFFICE AND REGISTERED AGENT. The address of the registered office of this Association and agent at said address is:

Clayton & McCulloh
1065 Maitland center Commons Road
Maitland, FL, 32751

Section 1.3. BUSINESS OFFICE. The business address of the Association shall be its business office, or, if none exists, the address at Lake Juliana Landings of the current President.

411 Clubhouse Lane
Auburndale, FL, 33823

ARTICLE II

Seal

Section 2.1 SEAL. The seal of this Association shall have inscribed on it, the name of this Association, the date of its organization, and the words "Corporate Seal, State of Florida."

ARTICLE III

POWERS

Section 3.1 POWERS. The Board of Directors of this Association and the operation of the Association itself shall be governed by these By-Laws

Section 3.2 POLICIES AND PROCEDURES. The Directors of this Association shall maintain a Policy and Procedures Manual to assist in the implementation of these By-Laws.

ARTICLE IV

MEMBERSHIP

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Section 4.1. MEMBERS. All persons owning homes located in the Lake Juliana Landings, Auburndale, Florida, and who also lease lots from the management shall be eligible for membership in this Association

Section 4.2. SOCIAL MEMBERSHIP. All persons renting a home in the Park, or who own homes but are not members of the Association, shall be eligible for social membership. Social members shall pay assessments as provided by Section 11.3 hereof, and shall be entitled to participate in social activities, but have no voting rights

ARTICLE V MEETINGS OF MEMBERS

Section 5.1 PLACE OF MEETINGS. Meetings of the members shall be held at the office of the Association, the clubhouse, or at any other place within Polk County, Florida, that the Board of Directors or members may from time to time elect.

Section 5.2 REGULAR MEETINGS. The regular meetings of the Association membership shall be held on the second Tuesday of the months of January, February, March, November, and December.

Section 5.3. ANNUAL MEETING. The regular meeting of the Association membership in January shall also be the Annual Meeting of the membership. New Directors shall be installed and seated at the annual meeting.

Section 5.4. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors. Special meetings shall be held if ten percent (10%) of the members sign and deliver one or more written demands for the meeting to the Associations Secretary. Said demands must describe the purpose(s) for which the meeting is to be held.

Section 5.5. CHANGE OF MEETING. The Board of Directors may change the date of any meeting with the exception of the Annual Meeting when deemed necessary, provided that notice is given as provided herein.

Section 5.6 ACTION BY WRITTEN AGREEMENT. The members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at least a majority of the members, and the written agreement is posted at the business office within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceedings of the members.

Section 5.7. NOTICE OF MEETINGS. Written notice of all special or regular meetings of the members, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of record

entitles to vote at the meeting. This notice shall be sent or delivered to each member at least fourteen (14) but not more than sixty (60) days before the date named for the meeting. Notice of annual meeting shall be set as forth above except that all notices of annual meetings shall be sent by mail to the members address appearing on the books of the Association. In addition, the notice of all regular, special, and annual meetings shall be posted in a conspicuous place on the property at least fourteen (14) days prior to the meeting. Unless a member waives, in writing, the right to receive notice of the annual meeting by mail, the notice of annual meeting shall be sent by mail to each member and the mailing thereof shall constitute a notice. Members may elect to receive notice by hand delivery, if such election is made in writing by the member. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver.

Section 5.8. AFFIRMATION OF NOTICE. An Officer of the Association shall provide an affirmation that the notices were mailed or hand delivered and posted in a conspicuous place on the property, in accordance with Section 5.5 hereof and said statement shall be filed in the Association's records.

Section 5.9 WAIVER OF NOTICE. Members may waive notices of meetings in writing either before or after the meeting, and the waiver shall be deemed the equivalent of giving notice.

Section 5.10 VOTING RIGHTS AND REGULATIONS. In any regular or special membership meeting, all Association members in good standing shall have one vote per unit. Member in good standing is defined in the Policies and Procedures Manual.

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

A. If both spouses are present at a meeting and are unable to concur in their decisions upon any subject requiring their vote, they shall lose the right to vote on that subject at that

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meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at that meeting.

B. If only one (1) spouse is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the home, just as though he or she owned the home individually, and without establishing the concurrence of the absent person

C. If both spouses are present at a meeting and concur, either one may cast the vote for the home.

Section 5.11. PROXIES. A member entitled to vote may vote in person or by proxy executed in writing by the member or his or her attorney in fact. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting in order to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than one hundred and twenty (120) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section 5.12. QUORUM. The presence in person or by proxy of a majority of fifty (50) percent plus 1 of the members entitled to vote shall constitute a quorum at members meetings. When exercising the rights as provided in Florida Statutes, Chapter 723.071 subject meeting shall require a majority of the members entitled to vote to establish a quorum. When voting on non 723 issues only twenty-five (25) percent of members entitled to vote is needed.

Decisions shall be made by a majority of members represented at a meeting at which a quorum is present and the affirmative vote of those members present and entitled to vote shall be an act of the Association.

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

Section 5.13. CONDUCT. All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the By-Laws and Policies and Procedures of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling. Unless authorized by the presiding officer, only members in good standing shall address the chair.

All members must refrain from any non-Lake Juliana Landings business issues during a meeting or formal function. Any presentation or statement that encourages members to patronize specific views, especially those related to politics, religions, business ventures, personal discrimination's, etc. are prohibited.

Section 5.14. ORDER OF BUSINESS. The order of business at all meetings of the members shall be as follows:

- A. Certification of a quorum
- B. Affirmation Notice of meeting or waiver of notice
- C. Agenda approval
- D. Approval of minutes of previous meetings (not required at Special Meetings)
- E. Correspondence
- F. Report of officers
- G. Report of committees
- H. Elections, if to be held
- I. Unfinished business
- J. New business
- K. Announcement of future meetings
- L. Adjournment
- m

Section 5.15 MINUTES. Approved minutes of all meetings shall be kept in a businesslike manner and shall be available for inspection by members or their authorized representatives, and board members at reasonable times. The Association shall retain these minutes for a period not less than seven (7) years. All meetings shall only be recorded by the Board Secretary or other member, as designated by the Board.

Section 5.16 ADJOURNMENT. Any meetings of members may be adjourned. Notice of the adjourned meeting or of the business transacted there, other than by announcement at the meeting at which adjournment is taken, shall not be necessary. If, however, after adjournment the Board fixes a new record, date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 5.7 hereof. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 5.17. FIXING OF RECORD DATE. For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or an adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination or members, such date in any case to be not more than sixty (60) days and, in case of a meeting or members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, then two (2) days prior to the meeting of members shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixed a new record date for the adjourned meeting.

Section 5.18. VOTING LISTS. The officer or agent having charge of the membership records of the Association shall make, at least two (2) days before each meeting of members a

complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be subject to an inspection by any member at any time during the meeting.

ARTICLE VI

BOARD OF DIRECTORS – SELECTION – TERM OF OFFICE

Section 6.1. NUMBER. There shall be nine (9) members elected as Directors. These nine (9) shall constitute the Board of Directors as prescribed in Article VII hereof.

Section 6.2 TERM OF OFFICE. A Director shall hold office for a term of two (2) years, and shall be elected so that the terms of a bare majority of five (5) directors will expire in odd numbered years, and the terms of the remainder four (4) Directors will expire in even numbered years. The Directors shall hold office until their successors have been elected and installed. There shall be no restriction on the number of terms for which a Director of this Association shall be elected.

Section 6.3 REMOVAL – VACANCY. Any director may be removed from the Board, with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10) percent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purposes of the meeting. In the event of death, resignation, removal of a director or any vacancy created by reason of an increase in the number of directors, the vacancy shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A Director elected to fill a vacancy shall hold office for the remainder of the term of the Director replaced.

Section 6.4. COMPENSATION. No director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties. A director may serve the Association in a capacity other than Director and receive compensation for the services rendered in that other capacity.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS / OFFICERS

Section 7.1.NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The President, with concurrence of the Board of Directors, shall at the October Board of Directors' meeting appoint the Nominating Committee. 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 to be filled. Nominations by the Committee shall be subject to the approval of the candidate prior to presentation to the membership. Nominations shall be presented to the membership at the November general membership meeting. Nominations for all Director positions open for election may also be made from the floor at that November meeting.

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Section 7.2. ELECTION. Elections to the Board of Directors will be administered by an Elections Committee. The President, with concurrence of the Board of Directors, shall, at the November Board of Directors meeting, appoint the Elections Committee. Each member unit in good standing shall cast one (1) vote per each vacancy. The person receiving plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted. The Elections Committee will conduct the election between 1:00 PM and 4:00 PM on the first Tuesday of December. All voting shall be done by written secret ballot unless, at the November general election membership meeting, election of any office is by unanimous consent or this method is waived by a majority of the members in attendance. Members unable to vote during designated election hours may request an absentee ballot after the November General Membership meeting, and such ballots must be returned to the Election Committee by 1:00 PM on the first Tuesday of December. The Election Committee shall distribute and collect all ballots and shall count the votes for each candidate and certify the elected candidates to the Secretary prior to convening of the December general membership meeting. The Secretary shall announce the elected Directors/Officers to the membership at the December general membership meeting.

ARTICLE VIII MEETINGS OF DIRECTORS

Section 8.1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held seven times per year at such place, date, and hour as may be fixed from time to time by resolution of the Board. Notice of the date, time, and place of all regular meetings of the Board of Directors shall be placed in a conspicuous place at the Association business office at least forty-eight (48) hours in advance, except in an emergency.

Section 8.2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, after not less than three (3) days' notice to each Director of the date, time and place of the meeting. Notice of special meetings shall be posted in a conspicuous place at the Association business office at least forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purposes of the meeting. Notice of any meeting, regular or special, in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8.3 EMERGENCY MEETINGS. Emergency meetings of the Board of Directors shall be held when called by the President, or by any two (2) Directors. Emergency meetings of the Board of Directors may be held by telephone or computer conference.

Emergency decisions, as determined by the President or majority of the Board of Directors, may be made by means of a designated officer or member of the Board polling the

members of the board by telephone or other means and any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the Board. Minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed by the Secretary or other designated officer and posted in a conspicuous place at the Association business office within fourteen (14) days of the date of the emergency meeting. It is contemplated that emergency meetings include, but are not limited to, such subjects as designation of committees, filling vacancies on the Board of Directors or of officers of the Association, the conduct of litigation (or pre-litigation matters) which affect the Association, handling of grievances, and the conduct of necessary or important business while a majority of the Board is not present at the Park.

Section 8.4.ACTION BY WRITTEN AGREEMENT. The Board of Directors may act or render decisions by written agreement without meetings on the condition that the written agreement is agreed to and signed by all of the Board of Directors and the written agreement is posted in a conspicuous place upon the Park property within fourteen (14) days after the date of the written agreement.

Section 8.5.OPEN MEETINGS. All regular and special meetings of the board of Directors shall be open to all members and social members of the Association, who shall be spectators only and have no voice in the meeting unless invited to participate by the Chairperson. Any Special Meeting of the Board during which personal information is to be discussed which may constitute a violation of Confidentiality, (e.g. Delinquent accounts, Board member replacement, etc.) will be closed meetings with only Board members and / or any members directly involved with the agenda being present

Section 8.6.QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A Director may join in the action of a meeting of the Board by signing the minutes thereof and such signing shall constitute the presence of such Director for the purpose of determining a quorum. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board. Members of the Board of Directors shall be deemed present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can communicate with each other.

Section 8.7 NOTICE OF DIRECTORS MEETINGS. Notice of Directors' Meetings shall be posted in a conspicuous place at the Association business office at least forty-eight (48) hours in advance except for emergency meetings. Notice of any Directors' meeting in which

assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8.8. WAIVER OF SUCH NOTICE. A director may waive in writing notice of any meeting of the Board of Directors either before or after the meeting, and the waiver shall be deemed the equivalent of getting notice. Attendance of a Director at any meeting shall constitute waiver of notice of that meeting unless the Director attends with the expressed purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 8.9. MINUTES. Minutes and tapes of all meetings of the Board of Directors shall be kept in a business-like manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years. Board meetings shall be recorded by the Board Secretary or other member, as designated by the Board. Any other recording of the meeting must be for personal use only, must be approved in writing by the Board, and signed by the Board for the requesting individual.

Section 8.10. BUDGET. The annual budget of the Association shall be proposed by the Treasurer and reviewed and approved by the Board of Directors. Copies of the proposed budget shall be posted in a conspicuous place at the Association business office along with notice not less than thirty (30) days prior to the meeting of the membership as to when it will be considered for approval by all members of the homeowners association.

Section 8.11 PARLIAMENTARIAN. The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

ARTICLE IX OFFICERS

Section 9.0 ELECTION OF OFFICERS. All officers of the Association shall be elected or appointed by a majority of the Board of Directors annually.

Section 9.1. ENUMERATION OF OFFICERS. The officers of the Board of Directors and the Association shall be one and the same and shall be a president, a vice president, a secretary and treasurer, and other such officers as the Board may from time to time by resolution create. All officers shall at all times be members of the Board of Directors and no officers may be elected or appointed who are not members of the Board of Directors. All officers serve without compensation of any kind, but such officers may be reimbursed for their out-of-pocket expenses incurred on behalf of the Association.

Section 9.3. RESIGNATION AND REMOVAL. Any officer may resign at any time by giving notice to the Board, the president or secretary. Such resignation shall take effect on the

date of receipt of such notice or such later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 9.4. VACANCIES. In the event of a vacancy in the office of president, the vice president shall become president. A vacancy in any other office shall be filled by appointment of the Board of Directors. The officer appointed in such vacancy shall serve for the remainder of the term of the office replaced.

Section 9.5.DUTIES. Duties of the officers are as follows:

- A. **President:** The President shall preside at all meetings of the Board of Directors and the Association; see that orders and resolutions of the Board and membership are carried out; sign all leases, mortgages, deeds, and other written instruments if determined by resolution of the Board and shall have all the powers and duties which are usually vested in the office of the president of a corporation.
- B. **Vice-President:** The Vice-President shall act in place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge said other duties as may be required by the Board of Directors. The Vice-President shall also serve as Sergeant of Arms for Association meetings.
- C. **Secretary:** The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; maintain and control the business office bulletin board; and shall perform such other duties as may be required by the Board of Directors.
- D. **Treasurer:** The Treasurer shall receive and deposit in appropriate financial institution accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks and promissory notes of the Association; keep proper books of account; and shall prepare a statement of income and expenditures for each account to be presented to the Board and to the membership at their regular meetings; and shall perform such other duties as may be required by the Board of Directors. The record keeping function of this position may be performed by an independent resource or firm, however, the Treasurer is responsible for the overall control, management, and reporting requirements of the Association. Signing authority must be performed by Board members.
- E. **Customary Duties:** The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of not-for-profit Florida corporations.
- F. **Multiple Offices:** The offices of president and secretary may not be held by the same person. A member of the Board holding 2 offices shall have only 1 vote.

ARTICLE X COMMITTEES

Section 10.1 COMMITTEES. The Board may appoint regular and special committees to serve for the purposes designated by the board and for such terms as determined by the Board. All committees report to and serve the Board of Directors. Whenever the Board so decides, only the committee chairperson shall be named and that person shall have the responsibility of naming its committee members.

ARTICLE XI ACCOUNTING RECORDS; FISCAL MANAGEMENT, ASSESSMENTS

Section 11.1. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of account including all receipts and expenditures. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. An Audit Committee shall be established by the Board, and this committee must perform regular audits of the books and records being maintained. This review must be completed yearly at a minimum. An External Audit of the books and Records shall be completed periodically by an independent Accounting or Audit organization certified to perform such review. This period will be established by the Board and may be requested by the Board if deemed appropriate.

Section 11.2 FISCAL YEAR. The fiscal year shall be the calendar year.

Section 11.3 ASSESSMENTS. Assessments for operating expenses and such other assessments as the Board of Directors may determine by resolution shall be payable as determined by the Board of Directors. Each members is obligated to pay the Association annual and special assessments as determined by the Board of Directors and approved by the members.

Section 11.4. DEPOSITORY. The depository of the Association shall be such financial institution(s) as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account(s) shall only be by check or order signed by the persons as are authorized by the Board.

ARTICLE XII FIDUCIARY RELATIONSHIP

Section 12.1. FIDUCIARY RELATIONSHIP. The officers and directors of the Association shall have a fiduciary relationship to the members.

ARTICLE XIII INDEMNIFICATION

Section 13.1 INDEMNIFICATION. The Association may be empowered to indemnify any current or former officer, director or committee member, by a majority vote of a quorum of directors, or by majority vote of a quorum of members, who are not parties to such action,

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suit, or proceeding, in the manner provided in the applicable Chapter of the Florida Statutes.

ARTICLE XIV AMENDMENTS

Section 14.1 AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS. The Articles of Incorporation and these By-Laws may be amended at any regular membership meeting or at a special meeting called for that purpose. All proposed amendments must be in writing, dated, and signed by at least five (5) members and presented to the President or Secretary. The Board of Directors may, in its sole discretion, refer the proposed amendment to a committee for research and review. The text of the proposed amendment shall be presented at the next membership meeting and then posted on the business office bulletin board for a minimum of ten (10) days. At the next regular or special meeting, the proposed amendment will be presented and voted upon by the members present. A quorum must be present and approval of amendments requires a majority vote of the members present.

Section 14.2 AMENDMENT OF POLICIES AND PROCEDURES MANUAL. The Policy and Procedures Manual may be amended by majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any meeting at which such amendments are to be considered shall contain a statement that amendments to the Policy and Procedures Manual shall be considered.

ARTICLE XV LOANS

Section 15.1. LOANS. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XVI DEADLOCK

Section 16.1. SUBMISSION TO BINDING ARBITRATION. Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and the Homeowners Association policy or matters arising under the provisions of the Articles of Incorporation and should the members by using their legal power and influence as members be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to binding arbitration.

ARTICLE XVII INTERESTED DIRECTORS

Section 17.1 CONFLICT OF INTEREST. No contract or other transaction between the Association and one or more of its directors or committee members, or between the Association and any other corporation, firm, association or other entity in which one or more of its directors or committee members are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors or committee members are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his/her or their votes are counted for such purposes if:

1. The fact of such common directorship, officer-ship, or financial interest is disclosed or known to the Board or committee and the Board or committee approves such contract or transaction by vote sufficient for such purposes without counting the vote or votes of such interested director, directors, or committee persons; or
2. Such common directorship, officer-ship, or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
3. The contract or transaction is fair and reasonable as to the Association at the time it is approved by the Board, a committee, or the members.

Section 17.2. QUORUM. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction

ARTICLE XVIII DISSOLUTION

This corporation may be dissolved by the Board of Directors adopting a resolution recommending that the Corporation be dissolved, and having the membership adopt a resolution to dissolve the Corporation, which resolution shall be adopted upon receiving at least a majority of the votes which members present at such meeting, or represented by proxy, are entitled to cast. The Board of Directors shall recommend to the members a plan of distribution of assets, which plan may provide for the sale or disposal of all real property, if any, tangible personal property and the distribution of all receipts from said sales, together with all funds of the Corporation, directly to all then current dues paying members on a pro rata basis. The plan of distribution shall be adopted by at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.

Dated: January 10, 2017

I hereby certify that the forgoing is a true and correct copy of the Bylaws of the Lake Juliana Landings HOA, adopted by the Board of Directors at their meeting held on the 7th of November 2016.

And by the homeowners at their General Meeting held on the 10th of January 2017.

January 10, 2017

By: _____
President

January 10, 2017