

BYLAWS OF MURABELLA OWNERS ASSOCIATION, INC

**A Corporation Not for Profit
Under the Laws of the State of Florida**

(Revised and Updated October 16, 2023)

1 DEFINITIONS

All terms in these Bylaws shall have the meanings as set forth in the Covenants and Restrictions for MURABELLA OWNERS ASSOCIATION, INC.

2 BOOKS AND PAPERS

2.1 The books, records and papers of the Association shall be at all times, during reasonable business hours, be subject to inspection of any Member of the Association.

3 MEMBERSHIP

3.1 Membership of the Association is as set forth in the Article 6 of the Articles of Incorporation of the Association.

3.2 The rights of membership are subject to the payments of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, that portion of the Property against which such assessments are made as provided by the Declaration.

4 BOARD OF DIRECTORS

4.1 After Turnover, the Directors of the Association shall be elect at the annual meeting of the Members except as otherwise specified in the Articles of Incorporation. The election shall be decided by majority of votes cast either by Members present in person or by written ballots cast prior to or at the annual meeting. The election shall be valid notwithstanding whether there was a quorum at the meeting.

4.2 Any director (other than a director designated by the Declarant) may be removed from office at any time with or without cause by affirmative majority vote of the Association membership cast at a meeting at which a quorum is present.

4.3 After turnover, the first meeting of the duly elected Board of Directors, for the purposes of organization, shall be held immediately after the annual meeting of Members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three (3) days notice in writing to each member of the Board so elected, stating the time, place and object of such meeting.

4.4 Subject to the provisions of section 4.6 below, regular meetings of the Board of Directors may be held at any place or places in Florida as designated by the Board, on such days and at such hours as the Board of Directors may, by resolution, designate.

4.5 Subject to the provisions of Section 4.6 below, special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may held any place or places within Florida as designated by the Board, and at any time.

4.6 Except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of discussion would otherwise be protected by the attorney-client privilege, regular and/or special meetings of the Board of Directors shall be open to all Owners, and notices of the Board meetings shall be posted in a conspicuous place on the property governed by the Association at least forty eight (48) hours prior to the meeting, except in the event of an emergency. Notice of any meeting in which assessments against Lots or Units are to be considered shall specifically contain a statement to that effect as well as a statement of the nature of such assessments.

4.7 Directors (including affiliates of the Declarant) shall have the absolute right to resign at any time and the remaining directors in office shall then fill the vacancies, provided that if all directors resign, a special meeting of Members shall be called as soon as possible for the purpose of electing new directors and the resignations of such directors shall not be effective until such election is held and new directors are elected, except that if no meeting is held or no directors elected after two (2) attempts to call and hold such meeting, the resignations shall become effective simultaneously with the date and time of the schedule second meeting, whether held or not or whether new directors are elected or not. Notwithstanding anything herein contained to the contrary, in the event that a Director appointed by the Declarant resigns, said seat shall be filled by a replacement designated by Declarant rather than by the remaining directors.

4.8 Directors may not vote by proxy or secret ballot, provided, however, that secret ballots may be used for election of officers.

4.9 The Directors of the Association have a fiduciary duty to the Owners of Lots or Units governed by the Association.

5 OFFICERS

5.1 Any officer may be removed at any time by affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

5.2 The president shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and the management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect at least one (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, any Vice President shall perform the duties and exercise the powers of the President. If more than one (1) Vice President is elected. The Board shall designate which Vice President is to perform the duties. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these Bylaws. He will keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as properly required of him by the Board of Directors.

5.3 Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

5.4 The Officers of the Association have a fiduciary duty to the Owners of Lots or Units governed by the Association.

6 MEETINGS OF MEMBERS

6.1 The regular annual meeting of the Members shall be held in the month of January in each year at such time and place as shall be determined by the Board of Directors.

6.2 Special meetings of the Members for any purpose may be called at any time by the President, The Vice President, the Secretary, or Treasurer, or any two (2) more members of the Board of Directors, or upon request of the Members who have the right to vote one-third (1/3) of all the votes of the entire membership, or who have the right to vote one-third (1/3) of

the votes of the Class A membership. Business conducted at a special meeting shall be limited to the purpose set forth in the notice of meeting.

6.3 Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to the address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special shall be mailed or personally delivered at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however