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 MARTHA O. HAYNIE, COMPTROLLER
 ORANGE COUNTY, FL
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Prepared by and Return to:
 Saddlebrook Community Association, Inc.
 c/o PO Box 7
 Gotha, Florida 34734

**NOTICE OF RECORDING OF
 BYLAWS OF SADDLEBROOK COMMUNITY ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, as President and Secretary of SADDLEBROOK COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter "Association"), pursuant to the Florida Statutes and the DECLARATION OF COVENANTS AND RESTRICTIONS SADDLEBROOK, recorded in Official Records Book 4668, Page 415, *et seq.*, of the Public Records of Orange County, Florida, as amended and supplemented (hereinafter "Declaration"), hereby gives notice of recording in the Public Records of Orange County, Florida, the BYLAWS OF SADDLEBROOK COMMUNITY ASSOCIATION, INC. (hereinafter "Bylaws"). Copies of said Bylaws are attached hereto and by reference made a part hereof.

The Bylaws were adopted pursuant to Florida Statutes Section 617.0206, and the Association has operated under the terms of these Bylaws as its original and only set of Bylaws. The Bylaws were never recorded in the Public Records of Orange County, Florida.

As the Association intends to amend the Bylaws in the future, and as Section 720.303(1), Florida Statutes, now requires that "...after October 1, 1995, the association must be incorporated and the initial governing documents must be recorded in the official records of the county in which the community is located." The Bylaws are hereby being recorded in an effort to ensure that record title notice of the applicable provisions to be amended will exist and so that the context of changes to be implemented will be self-evident in the public records. Additionally, the Association has endeavored to record same to provide record title notice of the validity, binding nature, and enforceability of the Bylaws.

The Association is a not-for-profit corporation created pursuant to the laws of the State of Florida. All terms and conditions of the Bylaws as incorporated herein shall remain in full force and effect.

IN WITNESS WHEREOF, SADDLEBROOK COMMUNITY ASSOCIATION, INC. has caused this NOTICE OF RECORDING OF BYLAWS OF SADDLEBROOK COMMUNITY ASSOCIATION, INC. to be executed in its name, this 20th day of JULY, 2005.

Signed, sealed and delivered in the presence of:

SADDLEBROOK COMMUNITY ASSOCIATION, INC.

President, Saddlebrook Community Association, Inc.

Janice A. Lenczeski
(Sign)

[Signature]
(Sign)

Janice A. Lenczeski
(Print)

ROBERT E HARTLEY
(Print)

Kathleen Garrett
(Sign)

Kathleen Garrett
(Print)

Attest:
Secretary, Saddlebrook Community Association, Inc.

Janice A. Lenczeski
(Sign)

[Signature]
(Sign)

Janice A. Lenczeski
(Print)

Richard J. Comerford
(Print)

Kathleen Garrett
(Sign)

Kathleen Garrett
(Print)

STATE OF FLORIDA
COUNTY OF Orange

The foregoing was acknowledged before me this 20 day of July, 2005, by Robert E Hartley as President of Saddlebrook Community Association, Inc., and Richard J Comerford as Secretary of Saddlebrook Community Association, Inc., a Florida corporation, on behalf of the corporation, both of whom are personally known to me or who have produced _____ as identification.

NOTARY PUBLIC

(Sign) Sharon L. Holden

(Print) Sharon L. Holden

State of Florida, At Large

My Commission Expires: 8/13/06



Sharon L. Holden
My Commission DD14227
Expires August 13, 2006

**BYLAWS OF
SADDLEBROOK COMMUNITY ASSOCIATION, INC.**

ARTICLE I - OFFICES; DEFINITIONS

Section 1.1. Principal Office. This corporation's principal office will be located at Suite 2205, 435 Douglas Avenue, Altamonte Springs, Seminole County, Florida 32714.

Section 1.2. Other Offices. This corporation may have other offices within the State of Florida as the board of directors may from time to time determine to be appropriate.

Section 1.3. Definitions. Unless the context clearly requires otherwise, the terms used in these bylaws will have the same meaning they have when used in the declaration, and as follows:

a. "Corporation" and "association" mean Saddlebrook Community Association, Inc., a Florida Not For Profit corporation.

b. "Subdivision" and "Saddlebrook" mean Saddlebrook, according to the plat thereof recorded in Plat Book 32, Page 30 through 36, Public Records of Orange County, Florida.

c. "Declaration" means the declaration of covenants and restrictions recorded in Official Records Book 4668, Page 415, Public Records of Orange County, Florida, as the same may, from time to time be amended.

ARTICLE II - MEMBERS

Section 2.1. Liability. No member of this corporation will be personally liable for any of the corporation's debts, liabilities or obligations by virtue of being a member of the corporation.

Section 2.2. Property Rights. No member of this corporation will have any right, title or interest in any of the corporation's assets or income, including investment income, nor will any of the corporation's assets or income be distributed to any member on the dissolution or winding up of this corporation.

Section 2.3. Meetings. *Robert's Rules of Order* will govern the conduct of the meeting and all procedural matters at all meetings of the members, unless the particular rule is contradicted by an applicable provision of the Florida Not For Profit Corporation Act, the declaration, the articles of incorporation or these bylaws.

Section 2.4. Annual Meeting. The first annual meeting of members will be held within one year from the date of incorporation, at a time and place designated by the corporation's president. Subsequent annual meetings of members will be held on the second Thursday in October of each year, beginning at 7:30 p.m., at a place designated by the corporation's president, for the purpose of electing directors, adopting a budget for the calendar year that will begin January 1st following the meeting, and transacting any other business that may properly come before the meeting. If the day for the annual meeting is a legal holiday, the meeting will be held at the same hour on the next following Thursday that is not a legal holiday. If the president does not schedule the meeting within the time provided, the secretary, any two

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directors, or any members representing at least ten percent of the votes entitled to be cast at the time may call the meeting and designate the time and place thereof.

Section 2.5. Special Meetings. The president, any two officers, or members representing at least ten percent of the votes entitled to be cast at the time, or 25% of all votes of the Class A membership at the time may call a special meeting of members. The particular purpose of each special meeting will be expressly stated in the notice of the meeting.

Section 2.6. Telephone Meetings. Members may participate in meetings of members by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation in this manner will constitute presence in person at the meeting.

Section 2.7. Notice of Meetings. Written or printed notice, stating the place, date and hour of each meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, will be delivered personally or by telegram, or other electrical or electronic transmission, or mail not less than ten days, nor more than 60 days before the date of each meeting. If the notice does not contain a designation of the place of the meeting, the place will be at the corporation's principal office. Notice will be given by or at the direction of the president or the secretary, or if the president and secretary are unable or unwilling to give the notice, by those members calling the meeting, to each member of record entitled to vote at the meeting. If mailed, the notice will be deemed to have been delivered five days after being deposited, postage prepaid, in the United States mail addressed to the member at his address as it appears on the corporation's records.

Section 2.8. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting, will be equivalent to the giving of notice. A member's attendance at a meeting will constitute a waiver of notice of that meeting, except when the member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.9. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a ten percent of the votes of each class of the membership will constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation or these bylaws. If a quorum is not present at any meeting, the members entitled to vote at the meeting will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 2.10. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies will be in writing and filed with the secretary. Proxies will be for a specific meeting, will be revocable, and will automatically terminate at the adjournment of the meeting for which given unless the adjournment is for the purpose of awaiting the presence of a quorum, but in any event within 90 days following the original date of the meeting for which they are given. The proxy of any owner will terminate automatically on the owner's conveyance of his lot.

Section 2.11. Action Without Meeting. Any action of the members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by those entitled to cast two-thirds of all the votes entitled to vote with respect thereto. Within ten days after obtaining authorization by written consent, notice must be given

to those members who have not consented in writing. The notice must fairly summarize the material features of the authorized action and, if dissenter's rights are provided by Florida law, must contain a clear statement of the right of dissenting members in compliance applicable statutory provisions.

Section 2.12. Voting Record. If the corporation has seven or more members of record, the officers having charge of the membership list for the corporation must make, at least ten days before each meeting of members, a complete list of the members entitled to vote at the meeting or at any adjournment thereof, with the address of each. For a period of ten days before the meeting, copies of the list will be kept on file at the corporation's principal office and posted on the common area within the subdivision, and any member will be entitled to inspect the list at any time during usual business hours. The list will also be produced and kept open at the time and place of the meeting and will be subject to inspection by any member at any time during the meeting. If the requirements of this section are not substantially complied with, then on the demand of any member in person or by proxy, the meeting will be adjourned until the requirements are complied with. If no demand is made, failure to comply with the requirements of this section will not affect the validity of any action taken at the meeting.

ARTICLE III - BOARD OF DIRECTORS; TERM; ELECTION; REMOVAL

Section 3.1. General Powers. Subject to any limitations set out in the declaration, the articles of incorporation, these bylaws, or the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, all corporate powers will be exercised by or under the authority of the board of directors, and this corporation's affairs will be controlled by the board.

Section 3.2. Additional Powers. The board of directors will have the power to

- a. adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish sanctions and penalties for the infraction thereof;
- b. suspend a member's voting rights and right to use the recreational facilities during any period in which that member is in default in the payment of any assessment levied by the corporation;
- c. suspend after notice to the member and a hearing, a member's voting rights and right to use the recreational facilities for a period not to exceed 60 days for infraction of published rules and regulations; and
- d. exercise for the association all powers, duties and authority vested in or delegated to the association and not reserved to the members by the declaration, the articles of incorporation or these bylaws.

Section 3.3. Liability of Directors. Directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

Section 3.4. Number, Tenure, Qualifications and Election. The board of directors will consist of three persons who need not be members of the corporation. The number of directors by be increased or decreased from time to time by amendment to these bylaws. Directors of this corporation will be elected at the annual meeting of members or any meeting held in lieu of the

annual meeting of members as provided above, and will serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Section 3.5. Nomination. Nomination for election to the board of directors will be by nominating committee consisting of a chairman who will be a member of the board and two or more members of the corporation. The committee will be appointed by the board before each annual meeting to serve from the close of that meeting until the close of the next annual meeting, and names of the committee members will be announced at each annual meeting. The nominating committee will make as many nominations for election to the board of directors as it deems appropriate, but in no event less than the number of vacancies to be filled. Nominations may also be made from the floor at any annual meeting of members.

Section 3.6. Election. Election to the board of directors will be by secret written ballot. At the election, members or their proxies may cast in respect to each vacancy as many votes as they are entitled to exercise under the provisions of the declaration. Persons receiving the largest number of votes will be elected. Cumulative voting is permitted, provided that any member who intends to cumulate votes must give written notice of his intention to the corporation's secretary on or before the day preceding the election at which the member intends to cumulate votes.

Section 3.7. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors even though it is less than a quorum of the board, unless otherwise provided by law, the articles of incorporation or these bylaws. A director elected to fill a vacancy will hold office only until the next election of directors by the members. Any directorship to be filled by reason of an increase in the number of directors will be filled by election at an annual membership meeting or a special membership meeting called for that purpose.

Section 3.8. Removal. At any membership meeting called expressly for that purpose, any director or directors may be removed from office, with or without cause, by affirmative vote of a majority of the votes entitled to be cast at an election of directors. The members may elect new directors by for the unexpired terms of directors removed from office at the same meeting at which the removals are voted. If the members fail to elect persons to fill the unexpired terms of removed directors to serve on the board, the board may fill the vacancies by majority vote of the remaining directors.

Section 3.9. Resignation. A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation will take effect on receipt thereof by the board or officer to whom the notice is given, and acceptance of the resignation will not be necessary to make it effective.

Section 3.10. Meetings. *Robert's Rules of Order* will govern the conduct of the meeting and all procedural matters at all meetings of the board of directors, unless the particular rule is contradicted by an applicable provision of the Florida Not For Profit Corporation Act, the declaration, the articles of incorporation or these bylaws.

Section 3.11. Annual Meetings. The board of directors will hold its annual meeting at the same place as, and immediately following, each annual membership meeting for the purpose of electing officers and transacting any other business that may properly come before the meeting. If a majority of directors is present at the annual shareholders meeting, no prior notice of the annual board of directors meeting will be required. If another place and time for the

annual board of directors meeting is fixed, notice must be given, except as otherwise provided below.

Section 3.12. Regular Meetings. The board of directors may fix by resolution a schedule of times, dates and places for regular meetings of the board, in which event, no further notice will be required for regular meetings of the board.

Section 3.13. Special Meetings. Special meetings of the board may be called by the president or any director. The person or persons authorized to call special meetings of the board may fix a reasonable time and place for holding them.

Section 3.14. Telephone Meetings. Directors may participate in board meetings by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation in this manner will constitute presence in person at the meeting.

Section 3.15. Action Without Meeting. Any action of board of directors may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, signed by all the directors is filed in the minutes of the board of directors. The consent will have the same effect as a unanimous vote.

Section 3.16. Notice; Waiver. Written or printed notice, stating the purpose, place, date and hour of each special meeting will be given at least three, but not more than 30, days before the meeting and will be delivered personally or by telegram, cablegram, facsimile transmission. If the notice does not contain a designation of the place of the meeting, the place will be at the corporation's principal office. Any director may waive notice of any meeting. Attendance of a director at a meeting will constitute a waiver of notice of that meeting, except when the director attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.17. Quorum; Voting. A majority of directors in office will constitute a quorum for the transaction of business. Unless otherwise required by the Florida Not For Profit Corporation Act, the declaration, the articles of incorporation or these bylaws, the affirmative vote of a simple majority of the directors present at a meeting at which a quorum is present will constitute the action of the board of directors. If a quorum is not present when a meeting starts, a majority of the directors at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 3.18. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless he votes against the action or abstains from voting because of an asserted conflict of interest.

Section 3.19. Indemnification. Unless precluded from doing so by Florida law, the corporation will indemnify any director who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director of this corporation, or is or was serving at the corporation's request as a director of any other corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlements, actually and reasonably

incurred by him in connection with the action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. No indemnification will be provided in any action or suit or in the right of the corporation to procure a judgment in its favor with respect to any claim, issue or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation. Indemnification under this provision will be made by the corporation as authorized in the specific case on a determination by a majority of the disinterested directors, that the individual to be indemnified met the applicable standard of conduct set forth above. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of no contest or its equivalent, will not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification under this provision will continue as to a person who has ceased to be a director, and will inure to the benefit of the heirs and personal and legal representatives of that person.

Section 3.20. Committees. The board of directors may delegate its responsibilities and authority from time to time to committees established by the board, which committees may be comprised of one or more directors and may have as additional members one or more officers of the corporation, and any other persons, whether members of this corporation or not, as the board of directors deems appropriate. Should the board establish any committees, each committee will keep minutes of its meetings and complete records of all its activities, and will furnish the board of directors not less often than annually with a complete written report of all of the committee's activities during the period since the committee's last report to the board under this provision. Members of any committee serve at the pleasure of the board of directors

Section 3.21. Architectural Review Board. The board of directors will appoint members to the architectural review board as provided in the declaration. Members of this board will serve at the pleasure of the board of directors.

Section 3.22. Nominating Committee. The board of directors will appoint a nominating committee for the purposes set out in Section ?. Members of this committee serve at the pleasure of the board of directors

ARTICLE IV - OFFICERS

Section 4.23. Officers. The corporation will have a president, secretary and treasurer, each of whom will be elected by affirmative vote of at least a simple majority of the board of directors. The directors may establish additional offices of vice president, assistant secretary, assistant treasurer and any other offices they deem appropriate to the operation of the corporation, and they may fill those offices by election of the board of directors, or they may delegate authority to fill those offices to any one or more of the corporation's principal officers. The directors may delegate to any one or more of the corporation's principal officers authority to establish additional offices of vice president or offices of assistant secretary, assistant treasurer and any other offices the principal officers deems appropriate to the operation of the corporation, along with authority to fill those offices. Any two or more offices may be held by the same person, except that the offices of president and vice president may not be held by the same person nor may those offices be held by the person holding the office of secretary or treasurer.

A failure to elect a president, secretary or treasurer will not affect the existence of the corporation.

Section 4.24. Term of Office. Officers elected by the directors will be elected at the annual board meeting. If the officers are not elected at that meeting, an election will be held as soon thereafter as conveniently may be. Each elected officer will hold office until his successor is duly elected and qualified, or until his death, resignation or removal from office in the manner provided below. Officers appointed by principal officers of the corporation will serve at the pleasure of the appointing office, or until death, resignation or removal from office.

Section 4.25. Removal. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of the directors, whenever in their judgment the corporation's best interests will thereby be served. Removal will be without prejudice to any contract rights of the person so removed, but election of an officer will not, itself, create contract rights.

Section 4.26. Vacancies. Vacancies in offices, however occasioned, may be filled at any time. In the case of offices filled by election of the directors, the office will be filled for the unexpired term of the office. In the case of offices filled by the corporation's principal officers, the replacement appointed by the principal officer will serve at the pleasure of the appointing office, or until death, resignation or removal from office.

Section 4.27. Duties. The president will preside at all meetings of members and directors. The president will be the corporation's chief executive officer. Subject to the foregoing, the corporation's officers will have those powers and duties usually pertaining to their respective offices, those additional powers and duties specifically conferred by law, by the articles of incorporation, by these bylaws, or as may be assigned to them from time to time by the board of directors.

Section 4.28. Express Duties. In addition to the foregoing the following officers will have the following duties:

a. The president will see that all orders and resolutions of the board are carried out, and will sign all leases, mortgages, deeds, contracts and other instruments on the corporation's behalf.

b. The secretary will record the votes and keep the minutes of all meetings and proceedings of the board of directors and the members; keep the corporate seal and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the corporation's members and their addresses; and perform any other duties required by the board or by law.

c. The treasurer will receive and deposit in appropriate bank accounts all the corporation's funds, and disburse those funds as the board of directors may direct; sign all the corporation's checks and promissory notes; keep proper books of account; cause an annual audit of the corporation's books to be made by a certified public accountant at the close of each fiscal year; prepare an annual budget and statement of income and expenditures, a copy of which will be furnished to each member and a report on which will be given at each annual meeting of members; and perform any other duties required by the board or by law.

ARTICLE V - BOOKS, RECORDS AND REPORTS

Section 5.1. Books and Records. The corporation will prepare and maintain correct and complete books and records of account and will keep minutes of the meetings of its members, directors, and committees. The corporation will prepare and maintain a list of its members and of their addresses; provided, however, that it is the duty of each member to keep the corporation informed in writing of any change in the member's address.

Section 5.2. Inspection. The corporation's books and records will be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation and bylaws will be available for inspection by any member at the corporation's principal office, where copies will be made available for purchase at a reasonable price.

Section 5.3. Reports. The corporation will furnish an annual report to each member no later than four months after the close of each fiscal year of the corporation. The report will include a balance sheet as of the close of the corporation's most recent fiscal year and an income statement for the year ending on the close of that fiscal year. The financial statements will be prepared from and in accordance with the corporation's books, in conformity with generally accepted accounting principles applied on a consistent basis.

ARTICLE VI - FISCAL YEAR

The corporation's fiscal year end on December 31st.

ARTICLE VII - SEAL

The corporate seal will bear the corporation's name between two concentric circles and in the inside of the inner circle will be the year of incorporation.

ARTICLE VIII - AMENDMENTS; CONFLICTS

Section 8.1. Amendments. These bylaws may be altered, amended or replaced at any annual meeting of members, or at any special meeting of members called for that purpose, by vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration will have the right to veto amendments while a Class B membership exists.

Section 8.2. Conflicts. If there is any conflict between the declaration and these bylaws, the declaration will control. If there is any conflict between the articles of incorporation and these bylaws, the articles will control.

07/20/04 at 8:02 am