

**BYLAWS
OF
OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF PENSACOLA, INC.
(A Corporation Not for Profit)**

ARTICLE 1 – NAME AND LOCATION

This corporation shall be known as OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF PENSACOLA, INC., hereinafter referred to as the "ASSOCIATION". The principal office of the ASSOCIATION shall be located at 2109 Bayou Boulevard, Pensacola, FL 32503, but meetings of members and directors may be held at such places within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "DECLARATION" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the office of the Clerk of Court of Escambia County, Florida and all amendments thereto.

Section 2. "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 3. All other terms used herein shall have the same definitions as set forth in the Declaration of Covenants, Conditions and Restrictions which are recorded in Official Record Book 5236 at Pages 132-146, inclusive, of the public records of Escambia County, Florida.

ARTICLE III – MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the ASSOCIATION, and each subsequent regular meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 10:00 a.m., or on such other date and time as the Board of Directors may determine. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote ten percent (10%) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the ASSOCIATION, or supplied by such member to the ASSOCIATION for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of ²⁰ members entitled to cast, in person or by proxy, ~~thirty percent (30%) of the total votes of all members~~ at the time of the meeting shall constitute a quorum. *effective 3/5/07*

ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the ASSOCIATION. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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. Such nominations may be made from among members or non-members.

Section 2. Elections. Election to the Board of Directors shall be by secret written ballot. At such election, the 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI – MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the ASSOCIATION, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Notice to Members. All meetings of the Board of Directors shall be open to all members except meetings between the Board and its attorney to discuss proposed or pending litigation where contents of the discussion would be governed by the attorney-client privilege. Notices of all board meetings must be posted in a conspicuous place in the subdivision at least 48 hours in advance of a meeting, except in an emergency. If notice is not posted in a conspicuous place in the subdivision, notice of each Board meeting must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. If the meeting for which the notice is being provided shall be for the purpose of acting on assessments, the notice shall include a statement that assessments will be considered and the nature of the assessments to be considered.

Section 4. Voting. Directors may not vote by proxy or by secret ballot at Board meetings except a secret ballot may be used when electing officers.

Section 5. Miscellaneous. The voting and notice requirements set forth in this Article shall also apply to the meetings of any committees authorized by the Board of Directors including the Architectural Review Committee.

2). Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3). Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

d). Issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has not been paid, such certificate shall be conclusive evidence of such payment;

e). Procure and maintain in effect casualty and liability insurance and fidelity bond coverage together with such additional coverages as the ASSOCIATION's Board of Directors may determine;

f). Cause the common area and properties to be maintained;

g). Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth of the Class A members who are entitled to vote.

Section 3. Budgets. The ASSOCIATION shall prepare an annual budget. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The ASSOCIATION shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member within ten (10) business days after receipt of a written request therefor.

Section 4. Financial Reporting. The ASSOCIATION shall prepare an annual financial report within sixty (60) days after the close of the fiscal year. The ASSOCIATION shall, within ten (10) business days after completion of the annual financial report, provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member. The financial report must consist of either:

a). Financial statements presented in conformity with generally accepted accounting principles; or

b). A financial report of actual receipts and expenditures, cash basis, which report must show:

1). The amount of receipts and expenditures by classification; and

2). The beginning and ending cash balances of the ASSOCIATION.

affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the ASSOCIATION together with their addresses; and shall perform such other duties as required by the Board;

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the ASSOCIATION and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the ASSOCIATION; keep proper books of account; cause an annual audit of the ASSOCIATION 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 members.

ARTICLE IX – OFFICIAL RECORDS

Section 1. The ASSOCIATION shall maintain each of the following items which constitute the “Official Records” of the ASSOCIATION:

a). Copies of any plans, specifications, permits and warranties relating to improvements constructed on the Common Area or other property that the ASSOCIATION is obligated to maintain, repair or replace.

b). A copy of the Bylaws of the ASSOCIATION and of each amendment thereto.

c). A copy of the Articles of Incorporation of the ASSOCIATION and each amendment thereto.

d). A copy of the Declaration of Covenants, Conditions and Restrictions for Oak Hill Estates as recorded in Official Record Book 5236 at Pages 132-146, inclusive, of the public records of Escambia County, Florida.

e). A copy of the current rules of the homeowners association.

f). The minutes of all meetings of the Board of Directors and of the members and of any committees appointed by the Board which minutes must be retained for at least seven (7) years.

g). A current roster of all members and their mailing addresses and lot designations.

h). All of the ASSOCIATION’s insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.

i). A copy of all contracts to which the ASSOCIATION is a party, including, without limitation, any management agreement, lease or other contract under which the

evidencing the lien against the lot as provided for in the Declaration. The ASSOCIATION may bring an action at law against the member personally obligated to pay the assessment or foreclose the lien against the property, and all interest, costs and reasonable attorney's fees of either such action shall be added to the amount of such assessment and shall be included in the lien. No member may waive or otherwise escape liability for the assessments provided for herein by non-use of the common properties or abandonment of his lot.

ARTICLE XI – CORPORATE SEAL

The ASSOCIATION shall have a seal in circular form having within its circumference the words: OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF PENSACOLA, INC., a Florida Corporation Not for Profit.

ARTICLE XII – AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a majority vote of members at a duly called meeting at which a quorum is present in person or by proxy, except that the Federal Housing Administration or Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflicts between the Declaration and these Bylaws, the Declaration shall control.

Section 3. No amendment which affects the Declarant's rights prior to the owners obtaining control of the ASSOCIATION shall be effective without the written consent of the Declarant.

ARTICLE XIII – COMMITTEES

The ASSOCIATION shall appoint an architectural control committee as provided in the Declaration and a nominating committee as provided in these Bylaws. The initial members of the architectural control committee shall be as set forth in the Declaration and they shall continue to serve until removed by the Board of Directors, subject to the limitations and provisions set forth in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate to carry out its purposes.