

**BY-LAWS
OF
ROYAL OAK CONDOMINIUM ASSOCIATION INC.
a corporation not for profit under
the laws of the State of Florida**

**ARTICLE I
Identity**

Section 1. These are the By-Laws of ROYAL OAK CONDOMINIUM ASSOCIATION INC., called "Association" in these By-Laws, a corporation not for profit under the laws of the State of Florida, the original Articles of Incorporation of which were filed in the office of the Secretary of State.

The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718 Florida Statutes, called the Condominium Act in these By-Laws, which condominium is identified by the name ROYAL OAK CONDOMINIUM.

Section 2. The mailing address of the Association shall be 1428 Brickell Ave., Miami, FL 33131 until changed by the Board of Directors.

Section 3. The Association shall operate upon the calendar year beginning on the 1st day of January, and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to that of a fiscal year basis, or change the calendar year dates, whenever deemed expedient and for the best interests of the Corporation.

Section 4. The seal of the Association shall bear the name of the Association, the word "Florida" and the words "Corporation not for Profit" and the year of incorporation, an impression of which is as follows:

**ARTICLE II
Definitions**

Section 1. All words, phrases, names and/or terms used in these By-Laws, the Declaration of Condominium, and the Articles of Incorporation of the Condominium Association shall have the same meaning and be used and defined the same as they are in the Condominium Act unless the context of said instrument otherwise requires.

Section 2. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Association, or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3. Annual Meetings. The annual meeting of the Association shall be held at the office of the Association at 8:00 p.m., Eastern Standard Time, or at such other place and time as the Board of Directors may designate, on the first Wednesday in May of each year, commencing with the first May subsequent to the year in which the Declaration of Condominium is recorded in the Public Records of Brevard County, Florida, for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding Thursday.

Section 4. Special Meetings. Special meetings of the members may be called by the President and shall be called by the President or Secretary at the request in writing of the Board of Directors or at the request in writing of ten (10%) percent of the members. Such requests shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meeting. Unless a unit owner waives in writing the right to receive notice of the annual meeting by mail, it shall be the duty of the Secretary to mail a notice of

each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each member of record at his address as it appears in the membership book of the Association, or, if no such address appears, at his last known place of address at least fourteen (14) days, but not more than thirty (30) days, prior to such meeting. The post office certificate of mailing shall be retained as proof of such mailing. The Secretary further shall post said notice in a conspicuous place on the condominium property for at least fourteen (14) continuous days prior to any meeting. See, Florida Statute 718.112(d)(2) for additional provisions.

Section 6. Majority of Owners. As used in these By-Laws, the term "majority of owner;" shall mean owners having the right to vote 50% plus one of the authorized votes at the time of taking any vote.

Section 7. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a "majority of owners", as defined in Section 6 of this Article, shall constitute a quorum.

Section 8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting to a time no later than twenty (20) days from the time the original meeting was called and hold the meeting that was adjourned, with additional notice as provided in Section (5) above, provided that a quorum can be obtained for such meeting.

Section 9. Voting. At every meeting of the members, the owner or owners of each unit, either in person or by proxy, shall have the right to cast one (1) vote as set forth in the Declaration. The vote of the owners of individual units owned by more than one (1) person or by a corporation or other entity shall be represented by the person named on a certificate signed by all the owners of the individual units and filed with the Secretary of the Association, and such certificate shall be valid until revoked by subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose.

The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one which, by express provisions of statute or of the Declaration of Condominium, or of the Articles of Incorporation, or of the By-Laws, a different vote is required, in which case such express provision shall govern and control.

Section 10. Proxies. Proxies may only be used as authorized by Florida Statute 718.112(2)(b).

Section 11. Order of Business. The order of business at all regular or special meetings of the members shall be as follows: (a) Collection of ballots not yet cast, if applicable (b) Roll call, (c) Proof of notice of meeting or waiver of notice, (d) Reading of the minutes of preceding meeting, (e) Reports of officers, (f) Reports of committees, (g) Election of officers (if election to be held), (h) Unfinished business, (i) New business. The order of business at the annual meeting, where the elections of members of the Board is held shall be covered by F.A.C. 61B-23.0021(10)(a).

ARTICLE III **Administration**

Section 1. Directors - Number and Qualification. The number of directors that shall constitute the Board shall not be less than three (3) until such time as Developer's control of the condominium is terminated as provided herein. Thereafter, and at the first meeting of the members, the members shall elect five (5) Directors. The initial directors need not be members of the Association. Subsequent directors must be members of the Association.

Section 2. Directors - Election. Directors shall be elected by ballot and by a plurality of the

votes cast. Each member shall be entitled to vote for as many candidates as there are vacancies to be filled. No member or owner of a unit may cast more than one (1) vote for any candidate for a directorship, it being the intent hereof that voting for directors shall be non-cumulative. The method and requirements for such elections shall be strictly controlled by the provisions contained within Section 718.112(2)(d)(3) of the Act. Elections may be dispensed with only in the event that the number of candidates seeking election to the board are equal to or less than the number of vacancies to be filled on the board.

Section 3. Removal of Directors. Subject to the provisions of F.S. 718.112(2)(j), 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 unit owners. A special meeting of the unit owners to recall a member or members of the Board of Directors may be called by ten (10%) percent of the unit owners giving notice of the meeting as required for a meeting of unit owners, and the notice shall state the purpose of the meeting.

Section 4. Filling of Vacancies. Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors, as long as the Board is not controlled by the Developer. If the Board is controlled by the Developer, than the Developer shall appoint a person to fill such vacancy. Vacancies on account of such successful recall petition shall be filled in accordance with Florida Statute 718.112(2)(j)(5).

Section 5. Term of Directors. The term of each director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

Section 6. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by the Declaration, the Articles of Incorporation of the Condominium Association, the Condominium Act, as delineated in F.S. 718.111, or these By-Laws directed to be exercised and done by the members or officers. The powers of the Board shall include, but not be limited to the following:

(a) All powers and duties of the Condominium as set forth in the Condominium Act and in the Articles of Incorporation of the Association, except as limited and provided above.

(b) To prepare and adopt an annual operating budget, which budget shall be sufficient in amount to pay for all necessary expenses and expenditures to be shared in common by the respective owners of units, and including a reasonable reserve for repairs, upkeep and replacement of the common elements and for contingencies.

©) To prepare a detailed report of the acts, accounts and statements of income and expense for the previous year, and present same at the annual meeting of members.

(d) To determine who will act as legal counsel for the Association whenever necessary.

(e) To determine the depository for the funds of the Association.

(f) To acquire the necessary personnel needed for the maintenance, care and upkeep of the common elements, and set the salaries of said personnel.

(g) Assess and collect all assessments pursuant to the Condominium Act.

Section 7. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board of Directors to perform such duties, services and powers as the Board of Directors may, pursuant to the provisions of the Condominium Act, authorize.

Section 8. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 9. Organization Meeting. The first meeting of the Board of Directors shall be held at such time and place and after giving notice as is required under Florida Statute 718.112(2)(c) and Rule 61B-23.001 of the Florida Administrative Code.

Section 10. Regular Meeting. Regular meetings of the directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two such meetings shall be held during each calendar year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting, and notice of such regular meetings shall likewise be given to all members of the association pursuant to Florida Statute 718.112(2)(c).

Section 11. Special Meeting. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary, in like manner and on like notice, on the written request of at least two directors, and notice of such special meetings shall likewise be given to all members of the association pursuant to Florida Statute 718.112(2)(c).

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the Director having received seventy-two (72) hours advance notice of the same.

Section 13. Quorum. At all meetings of the Board of Directors, all of the directors shall constitute a Quorum for the transaction of business and the acts of all of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present shall adjourn the meeting.

Section 14. Fidelity Bonds. The association shall obtain and maintain adequate bonding of all persons who control or disburse funds of the association in the principal sums as required by Florida Statute 718.111(11)(d) for each such person. The association shall bear the cost of bonding. However, in the case of a person providing management services to the association and required to be licensed pursuant to Florida Statute 468.432, the cost of bonding may be reimbursed by the association; all such persons providing management services to an association shall provide the association with a certificate of insurance evidencing compliance with this paragraph.

Section 15. Initial Contribution. Each of the Developer's immediate grantees (other than the Developer itself, its nominees or a successor or alternate developer) of a unit, at the time of closing upon the sale of such unit shall make an initial contribution to the Association, which contribution shall not be applicable to any future assessment or installments relative to such unit. Such contributions may not be used by the Association until control of the Association is delivered to the Association by the Developer. Such contributions shall be segregated and reserved. Once control has been transferred, such contributions may be used by the Association for any of its purposes, including past and current expenses, pre-payments, purchase of equipment and other Association purposes, and the same need not be segregated or reserved. The Developer shall be under no obligation under any circumstance to make any initial contributions.

Section 16. Designation of Officers. The principal officers of the Association shall be a President, a Vice President, a Secretary/Treasurer, all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and an

Assistant Secretary, and such other officers as in their judgment may be necessary, and may elect one person other than President to more than one office.

Section 17. Election of Officers. The officers of the Association Shall be elected annually

by the Board of Directors at the organization meeting of each new Board, and shall hold office at the pleasure of the Board. All votes must be cast in person and not by proxy at said election.

Section 18. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without causes and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose. In addition, Board Members may be removed by an Agreement in writing by a majority of all the voting interests.

Section 19. President. The President shall be the chief executive Officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of an Association.

Section 20. Vice-President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 21. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board of Directors may direct and he shall, in general, perform all the duties incident to the office of Secretary. The minutes of all meetings of the unit owners and the Board of Directors shall be kept in a book available for inspection by unit owners or their authorized representatives and Board members at any reasonable time. Any such minutes shall be retained by the Association for a period of not less than seven (7) years.

Section 22. Treasurer. The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 23. Amendment to By-Laws. These By-Laws may be amended by a vote of fifty-one (51%) percent of the unit owners present and voting at any regular or special meeting duly called and noticed in accordance with the provisions of Section 5 hereof. The notice shall contain the proposed amendment or amendments which shall be in compliance with Section 718.112(2) (h). No By-Law shall be revised or amended by reference to its title or number only. The full text of any By-Law change shall be set forth in the notice.

Section 24. Transfer of Control. Upon fifteen (15%) percent or more of the units in the condominium that will be operated ultimately by the Association having been transferred to unit owners, said unit owners shall be entitled to elect no less than one-third (1/3) of the Members of the Board. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) three (3) years after fifty (50%) percent of the units that will be operated ultimately by the Association have been conveyed to Purchasers; (b) three months after ninety (90%) percent of the units that will be operated ultimately by the Association have been conveyed to purchasers; (c) when all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or (d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or (e) seven years after recordation of the declaration of condominium, whichever occurs first. The Developer is entitled to elect at least one (1) member of the Board of Administration of the Association as long the Developer holds for sale in the ordinary course of business at least five (5%) percent of the units in the condominium operated by the Association. Following the time the Developer

relinquishes control of the association, the Developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the Board of Directors.

Section 25. Board Meetings Open to Unit Owners- Notice Required. All regular, special, and/or adjourned meetings of the Board of Directors shall be open to all unit owners and adequate notice of all such meetings shall be posted in a conspicuous place on the condominium property in the manner and method so proscribed in F.S. 718.112(2)(c).

Section 26. Budget - Adequacy, Adoption, Limitations, Notice, etc. The Board of Directors shall cause a written notice of the time and place of the meeting of the Board of Directors which will consider the budget. The written notice together with a copy of the proposed annual budget of common expenses shall be mailed to the unit owners not less than fourteen (14) days prior to the meeting at which the budget will be considered. If an adopted budget requires assessments against the unit owners in any fiscal or calendar year exceeding one hundred fifteen (115%) percent of the assessments for the preceding year, the Board of Directors, upon written application of ten (10%) percent of the unit owners to the Board, received within twenty-one (21) days after adoption of the annual budget by the Board shall call a special meeting of the unit owners within sixty (60) days, upon not less than fourteen (14) days written notice to each unit owner. At the special meeting, unit owners may consider and enact a substitute budget which may only be adopted by a vote of not less than a majority vote of all unit owners present and voting, either in person or by proxy, as long as a quorum of all unit owners entitled to vote was present. At such special meeting, should either a quorum not be present or a substitute budget not be adopted, the annual budget previously adopted by the Board shall take effect as scheduled.

In determining whether assessments exceed one hundred fifteen (115%) percent of similar assessments in prior fiscal year, any authorized provision for reasonable reserves for repair or replacement of the condominium property anticipated expenses by the condominium association which are not anticipated to be incurred on a regular or annual basis, or assessments for betterment to the condominium property shall be excluded from the computation. As long as Developer is in control of the Board of Directors, the Board shall not impose an assessment for any year greater than one hundred fifteen (115%) percent of the prior fiscal or calendar year assessments without approval of a majority of all unit owners. All notices of any meeting where assessments against unit owners are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

In addition to annual operating expenses, the budget shall include reserve accounts for capital expenditures and deferred maintenance pursuant to Section 718.112(2)(f)(2) of the Condominium Act, unless the members of the Association by a majority vote, at a duly called meeting of the Association, determine for any particular fiscal year were to provide no reserves or reserves less adequate than required by said Section 718.112(2)(f)(2).

Section 27. Assessments. The annual assessments of the unit owners for their share of the common expenses shall be made payable to the Association or such other person or entity determined by the Board of Directors. Assessments in any event shall be made against unit owners not less frequently than monthly in an amount no less than required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred.

Section 28. Transfer fees for charges. No fee shall be charged in connection with the transfer, lease, sale or sublease of units in excess of expenditures reasonably required for the transfer and sale, which expense shall not exceed \$100.00 and no charge shall be made in connection with an extension or renewal of a lease.

Section 29. Parliamentary Rules. Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings, when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of Florida.

Section 30. Rights of Developer and Assignability. The rights and privileges reserved in

the Declaration of Condominium and in exhibits thereto in favor of Developer are assignable by the Developer to any party who may be hereafter designated by Developer to have and exercise such rights on its behalf.

Section 31. Condominium Fire and Life Safety Code. The Board may accept a certificate of compliance from a licensed electrical contractor or electrician as evidence of compliance in the construction of condominium units with the Condominium Fire and Life Safety Code. (FS. 718.112 (2) (m)).

Section 32. Proviso. Neither these By-Laws nor the Certificate of Incorporation of ROYAL OAK CONDOMINIUM ASSOCIATION, INC. shall be amended so as to adversely affect the rights of any mortgagee who may hold a mortgage on any unit in the Condominium.

Section 33. Arbitration. Pursuant to F.S. 718.1255, any disputes arising out of the enforcement or interpretation of these By-Laws may be referred to mandatory non-binding arbitration. See F.S. 718.1255(4) for the rules and procedures to be employed at such arbitration.

Section 34. Fines. The Association may levy reasonable fines against a unit for the failure of the owner of the unit, or its occupant, licensee, or invitee, to comply with any provision of the Declaration, the Association Bylaws, or reasonable rules of the Association. No fine will become a lien against a unit. No fine may exceed \$100 per violation. However, a fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, provided that no such fine shall in the aggregate exceed \$1,000. No fine may be levied except after giving reasonable notice and opportunity for a hearing to the unit owner and, if applicable, its licensee or invitee. The hearing must be held before a committee of other unit owners. If the committee does not agree with the fine, the fine may not be levied. The provisions of this subsection do not apply to unoccupied units.

The foregoing was adopted as the By-Laws of ROYAL OAK CONDOMINIUM ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 7th day of October, 2005.

ROYAL OAK CONDOMINIUM ASSOCIATION,
INC.

BY: Ori Tal