

DALE VILLAGE, INC.
A 55 + MOBILE HOME PARK

BYLAWS
As per June 5, 2017

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**BY LAWS
OF
DALE VILLAGE, INC.**

A Florida Corporation

ARTICLE B1 GENERAL

B1.1 **The principal office** of the corporation shall be at such place as the Board of Directors may specify.

B1.2 **The corporation's fiscal year** shall be initially specified by the Board of Directors, and may thereafter be changed by the Directors.

B1.3 **The Seal** of the corporation shall be in a form adopted by the Board of Directors, and as may be changed by the Directors from time to time; provided, however, that the seal must bear the name of the corporation, the word "Florida", and the year of incorporation.

B1.4 **The administration and operation of this corporation** shall be governed by these bylaws, and in accordance with the provisions of Section 719,106, Florida Statutes (2001).

B1.5 Dale Village is a Park for older persons, meaning persons 55 years of age or older.

B1.5.1 At least 80% of the mobile homes must be occupied by at least one person age 55 years of age or older. The other 20% of the mobile homes are reserved for residents who do not meet the 55 and over rule but are either: residents at the time this rule is put in force; heirs of unit owners; or meet reasonable hardship exceptions as defined below. This does not preclude visitors below the age of 55 and or children to occupy a unit up to 30 consecutive days while vacationing or otherwise; however, there must be a thirty (30) day break prior to being able to benefit of a subsequent period of stay.

B1.5.2 The cooperative may consider and grant reasonable hardship exceptions where at least one permanent resident will not be 55 years of age or over but where the requested exception is based on a written application and an articulated and substantiated hardship.

ARTICLE B2 STOCKHOLDERS

B2.1 The annual stockholders' meeting shall be held at the Dale Village Recreational Center, or at such place as the Board of Directors shall specify, on the First Monday in March, for the purpose of electing directors and of transacting any other business authorized to be transacted by the stockholders. If possible, all stockholders' meeting shall be held within, or as geographically close as possible to, Dale Village Mobile Home Park.

B2.2 Special stockholders' meetings shall be held whenever called by the President or Vice-President, or by a majority of the Directors, and must be called by such officers upon receipt of a written request from holders of thirty percent (30%) of the voting stock then outstanding.

B2.3 Notice of stockholder's meetings stating the time and place and the objects for which the meeting is called shall be given by the president, vice-president, or secretary unless notice is waived in writing by each potential recipient. Such notice shall be in writing mailed or delivered to each stockholder of record at his address as it appears on the books of the corporation, and shall be mailed not less than fourteen (14) days prior to the date of the meeting. Towards achieving a quorum, a call for a general proxy for this purpose is to be requested along with this notification (see B2.7).

B2.3.1 Notice of any meeting in which assessments against stockholders are to be considered for any reasons shall specifically contain a statement that assessments will be considered and the nature of any such assessments. Agenda items shall be listed in the notice, identifying by subject each item scheduled to be heard under each category of business. (i.e. unfinished business).

B2.3.2 Proof of such mailing shall be given by affidavit of the officer affirming mailing or delivery of the notice.

B2.3.3 Unless waived by a stockholder in writing, notice of the annual meeting of stockholders shall be mailed or delivered to the stockholder at the address last furnished by the stockholder to the corporation. Notice of meeting may be waived before or after meetings. Presence at meetings without objecting to lack of notice, or signing either the minutes of a meeting or the ratification thereof, shall constitute waiver of notice. Notice of meeting shall be posted in a conspicuous place in the mobile home park at least fourteen (14) days prior to the meeting. A conspicuous place shall include, if practicable, the office of the corporation and in or about the recreation center.

B2.4 A quorum at the annual or the special stockholders' meetings shall be one third (1/3) of the shares of common stock then issued and outstanding, except as may be otherwise provided by law. The joinder of a stockholder in the action of a meeting by signing or otherwise concurring in the minutes thereof shall constitute the presence of such stockholder for the purpose of determining a quorum. The presence of a quorum at the commencement of the stockholders'

meetings shall be sufficient for transacting business throughout the meetings and for any adjournment of those meetings unless the adjournment is longer than 120 days.

- It is not necessary to have a quorum present to conduct the board election.
- Both general and limited proxies may be used to establish a quorum.

B2.5 Abrogated

B2.6 Non-Cumulative Voting. At all elections of directors of this corporation, each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of directors to be elected, and he may cast not more than one vote for any one candidate. Nominees receiving the highest numbers of votes, whether or not they constitute a majority, shall be deemed elected. For all other matters on which stockholders may vote, each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of stock so held, and each share shall be entitled to one vote, whether the owner be present in person or by written proxy.

B2.7 General Proxies.

B2.7.1 Any stockholder, or his duly authorized attorney-in-fact, may authorize another person to vote his share on permitted matters for a specified meeting, and for lawful continuations of recessed or uncompleted meetings.

B2.7.2 The general proxy holder need not be another stockholder nor have any other special qualifications, but no person may hold more than five proxies for any meeting or for any other purpose.

B2.7.3 All general proxies must be in writing, dated, and signed by the stockholder or his duly authorized attorney-in-fact. If signed by the attorney-in-fact, the written proxy must be accompanied by a copy of the written power of attorney.

B2.7.4 General proxies are valid for ninety (90) days from the date of the proxy, or less if so specified in the written proxy.

B2.7.5 General proxy votes will not be recognized if the shareholder of record is present unless the shareholder (i) refrains from voting, (ii) refrains from otherwise participating in proceedings, and (iii) affirmatively acknowledges the right of the proxy holder to vote his shares.

B2.7.6 A general proxy holder may not designate a substitute general proxy holder unless the stockholder so authorizes in the written proxy, and unless the proxy holder himself gives proxy authority in writing to the substitute. A written proxy may specify alternate proxies, and any of the specified alternates may vote the proxy; provided, however, that if there is any conflict among the proxies as to who shall have priority to vote the proxy, the proxy listed ahead of another proxy shall have priority over the latter.

B2.7.7 General proxies may not be used to vote for:

1. directors,
2. changes in the articles of Incorporation,
3. changes to By-Laws, nor
4. waiver of reserve accounts for capital expenditures.

B2.8 Limited proxies.

B2.8.1 Any stockholder, or his duly authorized attorney-in-fact, may authorize another person to vote on specified matters for a specified meeting, and for lawful continuations of recessed or uncompleted meetings.

B2.8.2 The limited proxy holder need not be another stockholder nor have any special qualifications.

B2.8.3 All limited proxies must be in writing, dated, and signed by the stockholder or his duly authorized attorney-in-fact. If signed by the attorney-in-fact, the written proxy must be accompanied by a copy of the written power of attorney.

B2.8.4 Limited proxies are valid for ninety (90) days from the date of the proxy, or less if so specified in the written proxy.

B2.8.5 Limited proxy votes will not be recognized if the shareholder of record is present unless the shareholder (i) refrains from voting, (ii) refrains from otherwise participating in proceedings, and (iii) affirmatively acknowledges the right of the proxy holder to vote his shares.

B2.8.6 A limited proxy holder may not designate a substitute limited proxy holder unless the stockholder so authorizes in the written proxy, and unless the proxy holder himself gives proxy authority in writing to the substitute. A written proxy may specify alternate proxies, and any of the specified alternate may vote the proxy; provided, however, that if there is any conflict among the proxies as to who shall have priority to vote the proxy, the proxy listed ahead of another proxy shall have priority over the latter.

B2.8.7 Limited proxies may not be used to vote for directors.

B2.8.8 Limited proxies shall specify each item to be voted upon, shall specify the manner in which the proxy is to be voted, or may specify that the proxy may be voted in the discretion of the holder on such item.

ARTICLE B3 DIRECTORS

B3.1 A board of directors shall manage the business and property of the corporation, and such Board shall consist of seven (7) directors.

B3.1.1 At the 1986 annual meeting, four (4) directors shall be elected to a two (2) year term, and three (3) directors shall be elected to a one (1) year term.

B3.1.2 Thereafter, directors shall be elected to fill expiring directorships, and vacant directorships where the vacancy has occurred since the last election, but not more than four (4) directors may be elected to two (2) year terms at any annual meeting, and if for any reason there shall be an election of five (5) or more directors, the fifth and additional elected directors shall be elected to one (1) year terms.

B3.1.3 The term of office of the board directors is limited to three (3) terms of two (2) years, without the possibility of renewal.

Added C.A 2017-03-05, Bylawss 2017-06-05 registered BC 2018-03-13 transaction 93762106 receipt 7097303

B3.2 **Executive Committee.** There shall be an executive committee composed of the President and at least two other directors elected by the Board of Directors, and the Executive Committee may act for the Board of Directors in the management of the property and business of the corporation, within such limitations as the Board of Directors may impose. Refer to B3.4 regarding the obligation to elect Executive Officers annually.

B3.3 **Election of Directors** shall be held at the annual stockholders' meeting.

B3.3.1 Not less than sixty (60) days before a scheduled election, the association must mail or deliver, whether by separate association mailing or included in another association mailing or delivery including regularly published newsletter, to each unit owner entitled to a vote, a **first notice** of the date of the election. That notice must contain the name and correct mailing address of the association for the purpose of receiving materials from the membership with regard to this election. The failure to mail or deliver this notice to the eligible voters at the address indicated in the official record, not less than sixty (60) days before a scheduled election renders any election null and void.

B3.3.2 Any unit owner (shareholder) or other eligible person desiring to be a candidate for the Board of Directors must give written notice to the association not less than forty (40) days before the scheduled election. Written notice is effective when received at the association's office and thus must actually reach the intended recipient before 4:30 p.m. the 40th day prior to the election. Eligible American Citizens are encouraged to seek a Directorship position, especially the ones living on park premises year round. The presence of at least one Director during the off-season will greatly facilitate the management of the Park.

Amended C.A 2017-03-05, Bylawss 2017-06-05 registered BC 2018-03-13 transaction 93762106 receipt 7097303

B3.3.3 a) Accompanying the written notice for candidacy or submitted no later than thirty-five (35) days before the election shall be a one-sided candidate information sheet, no larger than 8 1/2 by 11 inches. This sheet should ideally describe the candidate's background, education, and qualifications as well as other factors deemed relevant by the candidate, and will be included by the association in the mailing of the ballot materials, or otherwise, at the expense of the association. The association cannot edit, alter, or otherwise modify the contents; however the candidate would be accountable for any libelous material therein.

B3.3.3 b) The association is not obliged to include in the mailing of ballot materials, any candidate information sheet that was not timely received but may consolidate two or more information sheets into a single page. The original copies, however, become part of the official records of the association.

B3.3.3 c) In the absence of a greater number of candidates than the vacancies to be filled, the Association will notify the stockholders, in conjunction with the agenda for the annual stockholders' meeting, that there shall be no election. The names of the candidates to become directors by acclamation, along with their information sheet will accompany the notification.

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B3.3.3 d) The Association shall recommence election proceedings to fill an office on the council, where ;

- (1) no person is nominated as a candidate for the office before the end of the period prescribed for filing nomination papers or all the persons nominated have withdrawn or died before the end of the period;
- (2) every candidate for the office withdrawn after the end of the period contemplated in section B3.3.3 a) but before the end of the polling period;
- (3) a candidate, in the case of the office, dies after the end of the period contemplated in section B3.3.3 a) but before the end of the polling period.

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B3.3.3 e) The Association must, within 10 days of ascertaining a situation justifying the recommencement, fix the date of the poll in any of the two following months. The provisions of sections B3.3.3.1 and following apply, with the necessary modifications.

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B3.3.4 If there are more candidates who file notices of intent than vacancies to be filled on the Board, then not less than fourteen (14) days before the scheduled election, the association shall mail or deliver to the eligible voters at the address listed in the official records, a second notice of the election together with a ballot and any information sheets timely submitted by the candidates, to all stockholders entitled to vote therein. Failure of the association to mail or personally deliver a copy of a timely delivered information sheet of each eligible candidate to the eligible voters, renders any election held null and void.

B3.3.4.1 Election proceedings may be recommenced only once.

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B3.3.5 Ballot Criteria

B3.3.5 a) The ballot shall indicate in alphabetical order by surname, each and every unit owner or other eligible person who desires to be a candidate for the board of administration and who gave written notice to the association not less than forty (40) days before a scheduled election. The only exception is where that person has, prior to the mailing of the ballot, withdrawn his candidacy in writing. Ballots cannot indicate which candidates are incumbents on the board, and cannot require or provide a space for the signature or other identification of the voter.

B3.3.5 b) Write-in candidates are not permitted, and again, the failure of the written ballot to indicate the name of each eligible person renders the election so held null and void.

B3.3.5 c) All ballot forms utilized by the association, whether those mailed to voters or those cast at a meeting, must be uniform in color and appearance.

B3.3.5 d) Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballots and a smaller, inner envelope, in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the voter, and the unit number being voted and shall contain a signature space for the voter. Once the ballot is filled out, the voter shall place the completed ballot in the inner, smaller envelope and seal the envelope. The inner envelope shall be placed within the outer larger envelope, and the outer envelope shall then be sealed. Each inner envelope can only contain one ballot. The envelope shall be either mailed or hand delivered to the association.

B3.3.5 e) Once the ballot envelope is received by the association, it may not be rescinded, withdrawn, or changed; irrespective of when or how it was received.

B3.3.5 f) Envelopes containing ballots received by the association must be retained and collected by the association and shall not be opened except in the manner and the time described below.

B3.3.5 g) Any association desiring to verify outer envelope information in advance of the meeting may do so as provided herein. An impartial committee designated by the Board, may at a meeting noticed in the manner required for the noticing of Board Meeting, which shall be held on the date of the election, proceed as follows. For the purpose of this procedure, “impartial” shall mean a committee whose members do not include any of the following or their spouses:

- a. Current board members;
- b. Officers; and
- c. Candidates for the board.

B3.3.5 h) At the committee meeting, the signature and unit identification (share number) on the outer envelope shall be checked against the list of qualified voters. The voters shall be checked off on the list as having voted. Any exterior envelope not signed by the eligible voter shall be marked “Disregarded” or with words of similar import, and any ballot contained therein shall not be counted.

B3.3.5 i) The polling will end at 4:30 pm the day fixed for the annual stockholder’s meeting.

B3.3.6 Each share shall be entitled to one vote multiplied by the number of directors to be elected. When counting ballots for election of several members to the board, a ballot containing votes for too many candidates is disallowed, while a ballot that does not vote for all available choices is counted for the choices actually made.

B3.3.7 Any voter who requires assistance to vote by reason of blindness, disability, or inability to read or write, may request the assistance of a member of the board of administration or other unit owner to assist in casting his vote.

B3.3.8 Determining successful candidates.

B3.3.8 a) The candidates, up to the number of directorships to be filled, receiving the highest number of votes, whether or not a majority is attained, shall be declared elected to two-year terms provided, however, that in the event there are five (5) or more directors to be elected, the four (4) candidates receiving the highest numbers of votes shall be elected to two (2) year terms and the remaining elected candidates shall be elected to one (1) year terms.

B3.3.8 b) In the event two or more candidates receive the same number of votes, and only one can be elected, or if one would serve a longer term than the other if the number of votes received were different, then the tie shall be resolved as follows:

(i) The candidate who became a member of the corporative before the other would be elected, or would serve the longer term.

(ii) If a tie still exists, a flip of a coin shall resolve the tie.

B3.3.8 c) In the event of a result of a tie and up to a margin of 10, automatic recount will occur.

The voting box must be sealed and the recount will be done the next day by the president of election and his group. The candidates could be present at the recount.

B3.3.9 The Board may appoint a search committee which shall not have the authority to nominate any candidate, but may encourage qualified persons to become candidates for the Board.

B3.3.10 The Board can send to the membership, information regarding which candidates and/or proposal for review by the membership at the meeting, the board recommends. This should be the result of a majority vote at a meeting of the board and cannot be included with the second notice and ballot package.

B3.3.11 The election shall be decided by a plurality of those ballots cast without regard to any quorum requirement; however, a minimum of at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election.

B3.3.12 Each director shall serve until the annual meeting of the stockholders at the expiration of his term and thereafter until his successor is duly elected and qualified, or until such time as he may be removed by concurrence of the holders of a majority of the outstanding shares at any meeting of the stockholders called for that purpose.

B3.3.13 Any vacancy in the Board of Directors may be filled by the remaining directors, and the person filling that vacancy shall serve until the next annual meeting of stockholders.

B3.4 **An annual Meeting of Directors** shall be held immediately after each Annual Meeting of Stockholders for the purpose of electing officers and of transacting such other business as may properly come before the meeting. If assessments against stockholders will not be considered, no prior notice of such meeting shall be required to those directors who had notice of the Annual Meeting of Stockholders, or who served as directors during the preceding year and were re-elected to that office, or who were present, or who waived notice in writing.

B3.4.1 **The Presidency of the Cooperative** can only be held by an elected candidate for a period of two (2) consecutive directorship terms. This extends to a possible five (5) years in a situation when one accedes to the Presidency at mid term of his \her directorship tenure.

B3.5 **Special Meetings of Directors** may be called by the President at any time; and shall be called by the secretary upon the written request of any three (3) members of the Board of Directors.

B3.5.1 Notice of meeting stating the time, place and objects for which the meeting is called shall be given by the president, vice-president, or secretary unless notice is waived in writing. Such notice shall be in writing sent to each director at his address as it appears on the books of the corporation, and shall be mailed not less than three (3) days, or delivered not less than 48 hours, prior to the date of meeting. In counting the three days for mailing, Saturday, Sundays and holidays shall be excluded.

B3.5.2 Notice of any meeting in which (i) assessments against stockholders are to be considered for any reason (ii) changes in Rules and Regulations are to be considered, (iii) changes

in the bylaws are to be considered, or (iv) invasion of reserve account is to be considered, shall specifically contain a statement that (i) assessments, (ii) changes to Rules and Regulations are to be considered, and the nature of the proposed changes, or, (iii) that changes to the by-laws will be considered, and the nature of the proposed changes, or, (iv) that invasion of reserve accounts is to be considered, and the nature and extent of the proposed invasion, each if applicable. In addition, a copy of such notice shall be mailed nineteen (19) days or delivered to each shareholder no fewer than 14 days prior to the meeting. Further, a copy of the notice shall be continuously and conspicuously posted from no fewer than 14 days prior to the meeting. Also refer to B13.4.

B3.5.3 Proof of such mailing or delivery shall be given by affidavit of the person giving the notice. Notice of meetings may be waived by a stockholder before or after meetings. Presence at meetings or signing the minutes of meetings shall constitute waiver of notice. Except for meetings in which assessments against stockholders are to be considered, notice of special meetings announced at a previous meeting need not be given to directors present during the announcement.

B3.5.4 Notice of all special meetings shall be posted in a conspicuous place in the mobile home park at least forty-eight (48) hours prior to the meeting, except in the event an emergency situation precludes such notice.

B3.5.5 A conspicuous place shall include, if practical, (i) in the office of the corporation and (ii) on a bulletin board outside but near the office of the corporation and in or about the recreation center.

B3.5.6 Any stockholder may attend and shall have the right to be heard at any special meeting of directors, or of any committee appointed by the directors, if a quorum exists, but such right may be limited to agenda items and reasonable rules may be adopted governing the frequency, duration, and manner of stockholder participation. Stockholders may record or videotape all proceedings in a manner which is not disruptive. (See sub-article B3.12).

B3.6 **Regular Meetings of Directors** may be held pursuant to resolution. Except for meetings in which assessments against stockholders are to be considered, notice of regularly scheduled meetings need not be given, but the schedule shall be posted in a conspicuous place in the mobile home park at least forty-eight (48) hours continuously prior to the first meeting listed on the schedule.

B3.6.1 A conspicuous place shall include, if practical, (i) in the office of the corporation and (ii) on a bulletin board outside but near the office of the corporation and in or about the recreation center.

B3.6.2 Any stockholder may attend and shall have the right to be heard at any regular meeting of directors, or of any committee appointed by the directors, if a quorum exists, but such right may be limited to agenda items and reasonable rules may be adopted governing the frequency,

duration, and manner of stockholder participation. Stockholders may record or videotape all proceedings in a manner which is not disruptive. (See sub-article B3.12).

B3.7 A **quorum** at Directors' meetings shall consist of a simple majority of the existing Directors. A vacancy in a directorship shall not be counted in determining the number of total directors, provided there shall not be less than a total of five (5) total directors. Joinder of a director in the action taken at a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum. A director may be in contact with the other directors by electronic means, in accordance with Florida Statutes, and such electronic presence shall be considered presence of the director for all purposes.

B3.8 The **Presiding Officer** at Directors' meetings shall be the Chairman of the Board, if such an officer has been elected; and if not, then the president shall preside. In the absence of a presiding officer, the directors present shall designate one of their numbers to preside.

B3.8.1 The person presiding at a sitting of the council shall be entitled to vote but not obliged to do so; when a vote results in a tie, the decision shall be deemed to be in the negative.

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B3.9 The **Order of Business** at the Annual Directors' meeting and, as far as practical at all other Directors' meetings, shall be:

- a. Calling of roll.
- b. Proof of due notice of meeting (as applicable).
- c. Reading and disposal of any unapproved minutes.
- d. Reports of officers and committees.
- e. Election of officers.
- f. Unfinished business.
- g. New business.
- h. Members' concerns.
- i. Adjournment.

B3.10 **Powers.** The Board of Directors shall exercise the entire management of the business of the corporation and is vested with all of the powers of the corporation not inconsistent with statute and the Article of Incorporation and these By-Laws. The Board of Directors shall have the power to determine what constitutes net earnings, profits and surplus, respectively, what amounts shall be reserved for working capital and any other purpose, and what amounts shall be declared as dividends; and such determinations by the Board of Directors shall be conclusive. The Board of Directors shall have the power to employ a professional manager or managers, and to delegate such authority and powers as is necessary for such managers to properly perform their duties. Matters of policy shall be determined by the Board of Directors; but other powers of the Board of Directors may be delegated to the Executive Committee.

B3.11 Fees and Salaries of Directors for their services as Directors shall be established by the stockholders, if permitted by Florida law.

B3.12 All Meetings of the Board of Directors shall be open to stockholders and associate members, and space permitting, to all other residents.

B3.12.1 Any Shareholder has the right to speak at Board Meetings, Committee Meetings, and shareholders' meetings with respect to all designated Agenda items only.

B3.12.2 A maximum of five (5) minutes will be allowed to each shareholder to speak on any specific item of the agenda.

B3.12.3 Any Shareholder wishing to record or videotape meetings of the Board of Directors, Committee Meetings or Shareholders' Meeting may do so with the following requirements:

- a) Equipment used must not produce distracting sound or light emissions.
- b) Audio and video equipment shall be placed in designated position in advance of the commencement of the meeting.
- c) Anyone videotaping or recording a meeting shall not be permitted to move about the meeting room.
- d) Advance notice shall be given to Management by a Shareholder desiring to utilize any video or audio equipment.

B3.13 Recall. Any member of the Board of Directors may be recalled and removed from office at any time, with or without cause.

By Written Article of Removal

B3.13.1 A director may be removed by filing written articles of removal signed by a majority of all stockholders, annotated with their stock certificate number. If a share is owned by two or more persons, a majority of those owners must sign in order for that share to be counted for removal. Articles of Removal are adequate even if they state only that "We, the undersigned stockholders, hereby require the removal of [NAME] as director of Dale Village, Inc., in accordance with sub-article B3.13 of the Bylaws:", followed by signatures and annotated with the stock certificate number of the respective signatories.

B3.13.2 The original of the Articles of Removal may be either served on the corporation by certified mail, or filed with the Secretary of the corporation, unless the Director being removed is the Secretary, in which case the original must be filed with the Treasurer.

B3.13.2 a) If served by certified mail, the person receiving the Articles must immediately prepare two copies, and furnish one copy to the President (unless the director being removed is the President, in which case the copy shall be furnished to the Vice-President), and one copy to the director who is the subject of removal. The original shall be filed with the Secretary, (unless the Director being removed is the Secretary), in which case the original must be filed with the Treasurer.

B3.13.2 b) If filed directly with the Secretary (or Treasurer, if applicable), the officer accepting the Articles shall immediately prepare two copies, of which a copy must be furnish to the President, unless the director being removed is the President, in which case the copy must be furnished to the first Vice President, if any, and if not, then to the Treasurer, and the second copy must be furnish to the director who is the subject of removal.

B3.13.3 The officer receiving the articles of removal shall, and is specifically empowered to, call an emergency meeting of the Board of Directors, and the Board shall, within seventy-two (72) hours, verify the sufficiency of signatures and certify the Articles of Removal. Upon certification, the Articles of Removal shall be filed in the corporate minute's book, and a Notice of Removal shall be furnished to the Removed Director, who shall stand removed upon certification.

By Special Meeting of Stockholders

B3.13.4 A special meeting of stockholders may be called by not less than ten percent (10%) of all stockholders at any time for the purpose of recalling and removing any director or directors from office.

B3.13.5 An original notice, with signatures of not less than ten (10%) of all stockholders, annotated with their respective stock certificate numbers, must state the time and place for the meeting and specifically state that the purpose of the meeting is to remove a director or directors and specifically identify the director or directors to be removed. If a share is owned by two or more persons, a majority of those owners must sign in order for that share to be counted among the required ten percent (10%). The original notice with original signatures shall be filed with Secretary, who shall immediately furnish a copy to the corporation's attorney. The original shall be filed in the corporate minute's book. A copy of the notice shall be posted in a conspicuous place in the mobile home park recreational area not less than fourteen (14) days before the recall meeting by one or more of the stockholders giving the notice; and the person or persons posting the notice shall make an affidavit of posting, which shall be presented at the recall meeting for filing in the corporate minutes book.

B3.13.6 A complete copy of the notice, reflecting all signatures and stock certificate numbers, shall be mailed or delivered to each and every stockholder not less than fourteen (14) days before the recall meeting. The person or persons effecting delivery or mailing of

the notice shall make an affidavit of mailing or delivery (as applicable) which shall be presented at the recall meeting for filing in the corporate minute's book.

B3.13.7 Upon determination that a recall meeting is properly called and convened, the next order of business shall be the removal of the director or directors named in the notice. A majority vote of all shares is required for the removal of a director; and upon verification that a majority of the share have been voted for recall; each recalled director shall stand removed. The stockholders may thereupon vote to fill vacated directorships, create and fill directorships consistent with these bylaws, and transact such other business which is properly noticed.

B3.13.8 Recall Disputes. If the Board of Directors shall fail to certify Articles of Removal, or if there is any dispute with respect to the validity or result of a vote at a recall meeting, the Board of Directors SHALL file with the Division of the Florida Land Sales, Condominiums and Mobile Homes, of the Florida Department of Business and Professional Regulation, a petition for binding arbitration under Section 719.1255, Florida Statutes.

B3.13.9 Surrender of Records. Any director who resigns or is removed from office must, within 72 hours of removal or resignation, surrender to the Corporation all corporate records in his possession.

B3.14 Indemnification. In the event of a claim or action, by a party or parties other than the corporation, against an officer, director, former officer, or former director (the "indemnities") wherein the claim or action is based on actions or inactions of the indemnities while acting in the capacity of an officer or director of the corporation, the corporation shall indemnify the indemnities or satisfy the claim or judgment and advance or reimburse expenses as follows:

B3.14.1 Defense of claim or action. If the indemnities are a codefendant with the corporation, the corporation's defending attorney shall also defend the indemnities unless he determines that there is a conflict of interest. When possible, if the claim or action is subject of defense by insurance counsel, the corporation shall seek to have the defense undertaken by insurance counsel on behalf of the corporation and on behalf of the indemnities. In the event of a conflict of interest or other reason why insurance counsel or the corporation's defending attorney shall not be able to adequately represent the indemnities, the corporation may:

B3.14.1 a) agree to advance expense of defense provided the indemnities agrees, in writing, to reimburse the corporation should the indemnities not be indemnifiable as a result of malfeasance (which term shall mean conduct which falls below the minimum standard of conduct by an officer or director required by law), as more particular described below; or

B3.14.1 b) elect to defer its decision to reimburse expenses and cost or the indemnities' defense; but

B3.14.1 c) the decision to advance expenses must be made in the manner provided in sub-article B3.14.4, but need not consider the likely outcome of the matter.

B3.14.2 When Indemnities Prevails. If the indemnities prevail on the merits or otherwise in the defense of a proceeding, which shall include any situation in which the indemnitee is not affirmatively found at fault and there is no obligation for the indemnitee to pay any amount to the claimant, the corporation shall, upon application by the indemnitee, pay or reimburse, as applicable, all reasonable expense incurred by the indemnitee in the defense thereof. The determination of reasonableness of expenses shall be determined as provided in sub-article B3.14.4.

B3.14.3 If the indemnitee fails to prevail, which condition shall include a settlement whereby indemnitee becomes obligated to pay any amount to the claimant, a determination shall be made, as provided in sub-article B3.14.4, whether the indemnitee's conduct fell below the standard required by law.

B3.14.3 a) If the indemnitee's conduct did not fall below the standard required by law, the claim or liability shall be paid or reimbursed by the corporation, as applicable, and the reasonableness of the expense shall be determined as provided in sub-article B3.14.4, and the reasonable amount so determined shall be paid or reimbursed by the corporation, as applicable.

B3.14.3 b) If the indemnitee's conduct did fall below the standard required by law, the corporation shall not pay nor reimburse the indemnitee for any of the liability, nor for any costs or expenses separately incurred by the indemnitee. If the corporation advanced any costs or expenses for defense of claims of actions which are determined to have resulted from conduct falling below the minimum statutory standard, the corporation shall seek reimbursement from the indemnitee. Reimbursement shall not be sought as to matters wherein the corporation was jointly defended for the same (or substantially similar) claim by the same attorney, and there shall be presumption that the costs and expenses incurred in defending the corporation were not significantly increased by the additional defense of the indemnitee.

B3.14.4 Determination of whether conduct fell below the minimum statutory standard, and reasonableness of expenses and costs to be reimbursed or paid, as applicable, shall be determined as follows:

B3.14.4 a) If a quorum can be obtained of the current board of directors who were not parties to the claim or proceeding, such quorum shall make the initial determination. The quorum may decline to make the initial determination, and may either

appoint independent legal counsel to make the determination, or allow the nomination of a determination committee, or refer the matter to the stockholders.

B3.14.4 b) If a quorum cannot be obtained from the directors who were not parties to the claim or proceeding, or if the quorum declines to make the initial determination, the entire current board of directors may appoint a committee of two or more directors who were not parties to the claim or proceeding. The committee may make the initial determination, or may appoint independent legal counsel to make the determination, or may refer the matter to the stockholders.

B3.14.4 c) If a disinterested quorum of the board of directors determines that the indemnitee's conduct did not fall below the minimum statutory standard, it may also determine the reasonableness of the expenses and costs, or it may delegate the determination to an independent legal counsel, or it may select a committee of two or more disinterested directors, or it may refer the determination to the stockholders.

B3.14.4 d) If the committee of disinterested directors determines that the indemnitee's conduct did not fall below the minimum statutory standard, it may also determine the reasonableness of the expenses and costs, or it may refer the matter back to a quorum consisting of disinterested directors, or may delegate the determination to an independent legal counsel, or it may refer the determination to the stockholders.

B3.14.4 e) If an independent legal counsel is tasked with determination of whether the indemnitee's conduct met minimum statutory standards, the same independent legal counsel shall also determine reasonableness of expenses and costs to be reimbursed, if applicable.

B3.14.4 f) If a disinterested quorum of the board of directors or if a committee of two or more disinterested directors determines that the indemnitee's conduct did fall below the minimum statutory standard, it shall refer the matter to an independent legal counsel for a concurring opinion. If independent legal counsel concurs, the determination shall be final as to the corporation. If independent legal counsel does not concur, the opinions of the disinterested quorum and of the independent legal counsel shall be presented to the stockholders for resolution.

B3.14.4 g) If a matter is referred to the stockholders for determination, stockholders who were parties to the claim or proceeding may not participate in the vote. If a quorum is obtainable from the disinterested stockholders, a vote by a majority of disinterested stockholders shall suffice to make a determination. If the stockholders determines that the indemnitee's conduct did meet minimum statutory standards, the

stockholders may also determine the reasonableness of indemnitee's expenses and costs, or they may refer that determination to a quorum of disinterested directors, or they may refer

that determination to a committee of two or more disinterested directors, or they may refer that determination to a independent legal counsel.

B3.14.4 h) If the corporation's determination is adverse to the indemnitee, the indemnitee may apply for a court order overruling the corporation's determination.

B3.14.5 Exceptions. Under no circumstances may the corporation indemnify any Officer or Director if there is a judgment (or adjudication) entered which determines:

B3.14.5 a) that the officer or director violated criminal law, and either (a) had reasonable cause to believe his conduct was unlawful, or (b) did not have reasonable cause to believe that his conduct was lawful; or

B3.14.5 b) that the indemnitee's conduct involved a transaction from which the indemnitee derived an improper personal benefit; or

B3.14.5 c) that the indemnitee (but only as a director) voted for or assented to an illegal distribution of corporate assets, as defined by law; or

B3.14.5 d) that the indemnitee was guilty of willful misconduct or conscious for the best interest of the corporation in a proceeding defined by statute.

B3.14.6 Reports. Except as specified below, if the corporation advances any expenses or indemnified any indemnities,

B3.14.6 a) such advance or indemnification shall be reported in writing to the stockholders within thirty (30) days, but if a stockholders meeting is scheduled to occur within seventy (70) days of such advance or indemnification, the notice shall be included with the notice of that stockholders meeting. If a notice of stockholders meeting has been sent and the meeting has not, at the time of advance or indemnification, been held, the written notice shall be sent at least three business days prior to the stockholders meeting; and

B3.14.6 b) such report shall include a statement specifying (i) the person paid, (ii) the amount paid, and (iii) the nature and status of the litigation or threatened litigation at the time of such payment.

B3.14.6c) A report need not be given if the advance or indemnification is given pursuant to vote of the stockholders authorizing or directing such specific advance or indemnification.

ARTICLE B4 OFFICERS

B4.1 The Executive Officers of the corporation shall be a President (who shall be a Director), a Secretary, and a Treasurer, all of whom shall be elected annually by the Board

of Directors and who may be peremptorily removed by vote of a majority of the Directors at any meeting. In addition, there may be a chairman of the board, vice presidents, assistant secretaries, and assistant treasurers, who may be elected by the Board of Directors at any time to serve until the next annual meeting, and who likewise may be peremptorily removed by vote of a majority of the Directors at any meeting. Any person may hold two or more offices, except that the President may not also be the Secretary. The Board of Directors may from time to time elect such other officers and designate their respective powers and duties as the Board shall find to be required to manage the business of the corporation.

B4.2 **The President** shall have general supervision over, and shall be responsible to, the Directors for a successful conduct of the corporation's business. He shall sign all contracts of such character as may commit the corporation outside the scope of normal day-to-day operations. He shall attest to the authenticity of official documents of the Corporation. He shall make reports to the Directors and stockholders, and shall perform all other duties as generally pertain to the office of the president of a corporation for profit, and as may be required by the Directors.

B4.3 **The Vice President** shall in the absence or disability of the president exercise the powers and performs the duties of the president. He shall also generally assist the president and exercise such powers and perform such other duties as may be prescribed by the Directors. If there shall be more than one vice president, vice presidents shall be designated as first vice president, second vice president, and so forth, for the purpose of designating their respective priorities in the right to exercise the powers and perform the duties of the president as set forth above.

B4.4 **The Secretary** shall keep the minutes of all proceeding of the Directors and stockholders in a business like manner; he shall attend to the giving and serving of all notices to stockholders and directors, and all other notices required by law; he shall be charged with the custody of the seal of the corporation, and shall affix the seal to instruments requiring a seal when duly signed; he shall have charge of the certificate books, stock books, and other records of the corporation, except those of the Treasurer; he shall certify the authenticity of official records and documents of the Corporation; and he shall perform all other duties incident to the office of Secretary of a corporation for profit and as may be required by the President or the Directors. An assistant secretary may perform the duties of the Secretary in his absence. Custody of the secretary's records and the seal by the corporation's attorney(s) shall not be inconsistent with the Secretary's duties and obligations. All minutes of the meetings of Directors and stockholders shall be available for inspection by stockholders and members at reasonable times, and shall be retained for a period of not less than seven (7) years.

B4.5 **The treasurer** shall have custody of all property of the corporation, to include funds, securities, and evidences of indebtedness; he shall keep the financial books and records of the corporation in conformance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer of a corporation for profit. The

Treasurer shall furnish such fidelity bond as may be required by the Board of Directors at the expenses of the corporation. Custody of the treasurer's books and records by the corporation's accountant(s) shall not be inconsistent with the Treasurer's duties and obligations.

B4.6 **Officers' Salaries** shall be set by the Stockholders upon the recommendation of the Board of Directors; and the fact that an officer is a director shall neither preclude him from receiving a salary, nor from voting upon the resolution recommending the same or recommending the amount thereof.

B4.7 Officers shall be **indemnified** in the same manner and to the same extent as directors, under sub-article B3.14.

ARTICLE B5 **FUNDS**

Reference should also be made to the prospectus section, article P12, and article R6 of the Rules & Regulations.

B5.1 **The Moneys of the Corporation** shall be deposited in the name of the corporation in such banking institutions as the Directors may designate from time to time, and shall be withdrawn only by checks signed by such persons as are authorized by the Directors. Persons who control or disburse funds of the corporation shall be covered by fidelity bonds in a principal sum of not less than fifty thousand (\$50,000.) per person.

B5.2 **Loans to the Corporation** may be negotiated in the name of the corporation upon authorization by the Board of Directors and upon the signatures of only such persons as are authorized by the Directors.

B5.3 The money in the Capital Account will be put in a **CERTIFICATES OF DEPOSIT (CD's)** and/or other types of safe investments.

B5.3.1 The money from the sale of shares and houses will be deposited in the **CAPITAL ACCOUNT**.

B5.3.2 The revenues realized from the CD's or other form of safe investments will go to the operating budget.

B5.3.3 The revenues and expenses from the renting of the houses owned by the Cooperative will be part of the operating budget of Dale Village, Inc.

B5.3.4 A majority vote of the directors will be required to authorize any spending and/or investing from this "**CAPITAL ACCOUNT**" (Money Market).

B5.4 Collections from the Members: The Board of Directors shall establish a monthly maintenance charge against each member of the corporation for each mobile home in the Dale Village Mobile Home Park, and the same shall become a charge against the mobile home and the stock owned by stockholder. Maintenance charges shall be collected quarterly, shall be due on the first calendar day of each quarter, and shall be delinquent if not paid by the close of business on the tenth calendar day of each quarter. A late charge of ~~twenty five (\$25.00)~~ shall be assessed on delinquent payments. Said delinquent payments shall accrue at the interest rate of 18% per annum until paid in full. The corporation may reduce or waive a maintenance charge at the discretion of its officers if such waiver shall result in a tax saving or other valuable benefit to the corporation or its members. Reductions and waivers shall be equal among all stockholders and equal among all associate members, but may differ as between stockholders and associate members.

B5.5 Special Assessments may be made by the Board of Directors and shall apply to each stockholder and associate member of the corporation for each mobile home in the Dale Village Mobile Home Park, and the same shall become a charge against the mobile home. Special assessments may be made not less frequently than quarterly, and may be made only for the purpose of meeting obligations of the corporation; to include deficits incurred as a result of inadequate monthly maintenance charges.

B5.6 Rent may be charged against the owner of any mobile home and any of the residents thereof if no resident of the mobile home is a stockholder in the corporation or if the stock held by a resident is not allocated to the mobile home in which the stockholder resides. Rent shall be determined by the Board of Directors in an amount which is adequate to pay the share of operating and other expenses of the corporation allocable to such mobile home and its residents, including any interest on capitalization attributable thereto; but rent shall not be so great as to be confiscatory or unconscionable. It is the intent of this provision that rent representing the fair share of expenses allocable to such mobile home and its residents, including interest on capitalization, not be confiscatory or unconscionable.

B5.7 Enforcement: If any member of the corporation, whether a stockholder or associate member, fails to pay a monthly maintenance charge or an assessment within twenty (20) days from the date it is due, or if a member or other resident fails to pay rent within ten (10) days after the date it is due, the corporation shall take such action as it deems appropriate to collect the amount due, together with late charges, incidental and other costs and attorneys fees, or to evict the mobile home and its residents for non-payment of rent, or to impose and enforce a lien against the mobile home for non-payment of maintenance charges or assessments or both, or such other combination of the foregoing as the corporation deems appropriate.

ARTICLE B6 BUDGET

B6.1 Adoption. The budget may be adopted by the Board of Directors, or it may be proposed by the Directors to the Stockholders and adopted by the Stockholders.

B6.1.1 Any budget adopted by the Board of Directors must be balanced or show a surplus.

B6.1.2 No budget reflecting a deficit may be proposed by the directors to the stockholders unless there is also a balanced budget. The deficit budget shall be first presented to the stockholders for vote, and must be adopted, if at all by a majority of all stockholders present and voting or voting by proxy. A balanced or surplus budget may be adopted by a majority of those present and voting or voting by proxy.

B6.1.3 Unless the stockholders, at a meeting of the stockholders called for the purpose of invading reserves, shall by a majority vote of all stockholders approve invasion of specific reserve accounts, interest accruing to specified reserve accounts may be used only for expenditures authorized for the respective reserve account. Interest and other non-capital gain income accruing to general reserve accounts may be expended for general budget purposes.

B6.2 An advance copy of the proposed annual budget must be mailed or delivered to each stockholder not less than fourteen (14) days prior to the meeting at which the budget will be considered, regardless of whether the budget is to be adopted by the Directors or by the stockholders. If a proposed deficit budget is to be considered, advance copies of both the proposed deficit budget and the accompanying proposed balanced budget shall be mailed to each stockholder no fewer than fourteen (14) days prior to the stockholders' meeting at which the budget is to be considered.

B6.3 Notice of the Meeting at which the annual budget will be considered must also be mailed or delivered to each stockholder not less than fourteen (14) days prior to the meeting at which the budget will be considered, regardless of whether the budget is to be adopted by the Directors or by the stockholders.

B6.4 If Assessments required by the budget exceed one hundred fifteen percent (115%) of the assessments for the preceding year, and the budget is adopted by the directors without ratification by the stockholders (see R6.3.1 of the Rules & Regs), then

B6.4.1 Upon written request for a special budget meeting, signed by stockholders holding not less than ten percent (10%) of all stockholders, annotated with their respective stock certificate numbers, a special meeting of stockholders shall be called.

B6.4.2 Not less than ten (10) days' notice shall be given to all stockholders, and the meeting shall be held within thirty (30) days from the date the original written request for meeting is received by an officer of the corporation.

B6.4.3 The notice of the meeting shall specify, and if it does not it shall be deemed to specify, that at the special budget meeting the stockholders may consider and enact a substitute budget.

B6.4.4 Adoption of a substitute budget at such a meeting shall require a vote of two thirds of all outstanding stockholders.

B6.4.5 In determining whether assessments exceed one hundred fifteen percent (115%) of similar assessments for the preceding year, there shall be excluded from computations:

B6.4.5 a) reasonable reserves for repair or replacement of cooperative property,

B6.4.5 b) anticipated expenses which are not anticipated to be incurred on a regular or annual basis, and

B6.4.5 c) assessments for betterment to the cooperative property.

B6.5 **Budget categories.** The proposed annual budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications, including but not limited to:

Administration	Security	Accounting	Insurance	Legal
Management	Maintenance	Taxes	Other Expenses	
Operating Capital	Reserves (Capital Expenditures & Deferred Maintenance)			
Division fees				

B6.6 **Reserves in the budget** shall comply with Section 719,106 (1) (j)2., Florida Statutes, unless the stockholders shall, by majority vote, dispense with compliance with the reserve provisions of that statute.

B6.7 **Betterment.** The Board of Directors may establish such reserves and assessments for betterment as they deem proper.

B6.8 **Property Acquisition.** The corporation may acquire additional real property upon the approval of a majority of all outstanding stockholders.

ARTICLE B7

CAPITAL STOCK

B7.1 **Stock Certificate** of the capital stock of the corporation shall be in such form as maybe prescribed by the Board of Directors, sequentially numbered, sealed with the seal of the corporation, and specifying on their face the number and kind of shares. Such certificates shall be signed by the President or Vice President, and by the Secretary, assistant secretary, or Treasurer. The name and residence of the owner together with the number of shares, share number and the date of issue shall be entered upon the stock ledger in the corporate books. Each certificate shall bear such legend as may be necessary to adequately inform the holder thereof of restrictions on the transfer of such stock, including the option of the Corporation to purchase such stock, and the right of the Corporation to make first refusal of any offer to sell such stock.

B7.2 **Transfer of Stock** shall be made only upon the corporation's books, and shall not be effective as to the corporation until such time as the transfer is duly entered therein. Transfers shall be subject to the following provisions:

B7.2.1 Stock may be sold or transferred only with the sale and transfer of the mobile home which is on the lot which is the subject of the proprietary lease issued to the seller. The only exception to this provision is when the mobile home is to be removed from the lot. In all cases, the transfer of stock must be accompanied by an assignment of rights to the proprietary lease.

B7.2.2 A proposed purchaser of stock must submit an application to the Corporation providing such reasonable information as the Board of Directors may require enabling them to determine the **age**, creditworthiness and character of the proposed stockholder and others whom he proposes to reside in the Dale Village Mobile Home Park. The application shall include either a copy of the purchase and sale agreement, or enough of its terms to enable the Corporation to exercise or not exercise its right of first refusal, as set forth below. The Corporation may require the application to be accompanied by a reasonable non-refundable application fee to cover expenses of investigating the credit and character of the proposed purchaser and his proposed occupants in the park. The Corporation may require the application to be presented in person by the applicant. In order to qualify for residency in the Park, at least one person occupying the mobile home must be 55 years of age or older and all occupants must have attained the age of 18 prior to residency in the Park. All residents, either owners or lessees, must qualify and obtain approval from the cooperative to become a resident in the Park. In order to obtain approval an application must be obtained from the cooperative office and submitted to the cooperative for approval. Under no circumstances will anyone be accepted as a resident in the Park unless they are specifically approved in writing by the cooperative.

B7.2.3 The Corporation shall, within thirty (30) days from receipt of the complete application, (1) exercise its right of first refusal, (2) approve the proposed purchaser, or (3)

reject the proposed purchaser. Failure to give notice to the Seller or Applicant within the thirty (30) days period shall be an approval of the proposed purchaser by acquiescence.

B7.2.4 If a stockholder shall have submitted within a six (6) month period three applications from prospective purchasers, and the applications met all requirements imposed by the Corporation (such as **age**, completeness, fee, personal appearance), the Corporation shall not have the option of rejecting the third applicant, but instead shall have the option to buy the mobile home and stock certificate at fair market value, as provided under sub-article B7.5.3 or B7.5.4.

B7.2.5 If a prospective purchaser is approved, before a new certificate is issued reflecting such transfer:

B7.2.5 a) the old certificate(s) shall be surrendered for cancellation after being duly endorsed or assigned by the record owner thereof,

B7.2.5 b) the new owner must execute a standard agreement, to be adopted by the Board of Directors, to comply with all bylaws, rules, regulations and restrictions of the Corporation, and

B7.2.5 c) the new owner must execute the Corporation's Proprietary Lease.

B7.2.6 The person registered on the books of the corporation as owner of any shares of stock shall be entitled to all the rights of ownership with respect to such shares. If two or more persons shall jointly own shares, each person shall be entitled to exercise ownership rights to the extent of his pro-rata share of the total number of jointly owned shares unless the corporation has notice of an agreement to the contrary. In the event of a dispute between or among joint owners as to ownership rights as it affects the corporation, the Directors shall resolve such rights and such resolution shall be conclusive as to the corporation.

B7.2.7 No person may own any interest in more than one share of stock. This provision does not apply to Cooperative's Treasury or unissued stock. By authority of the Executive Committee, the one exception under which two (2) shares of stock may be sold to one person is described in sub-article R1.2.4 of the Rules and Regulations. Stock ownership is limited to natural persons.

B7.2.7 a) Where a mobile home is owned by a corporation, that corporation may designate up to two persons (who must jointly own at least one fourth of the stock of that corporation) to be the stockholders and tenants, subject to approval by Dale Village, Inc. Those designees must individually sign the proprietary lease and acquire the stock in Dale Village. Proof of ownership of the requisite interest in the corporation owning the mobile home is required as a condition to approval of the designee as a purchaser of Dale Village stock and tenants in the park. Dale Village will not approve sale of the Dale Village stock without proof of concurrent approval by the corporation owning the mobile home.

B7.2.7 b) Where a mobile home is owned by trust, or in the name of a trustee, the stock, subject to approval by the corporation, may be acquired by the trustee in his individual name, or by up to two beneficiaries. The persons acquiring the stock must also sign the proprietary lease, in their individual capacities, as tenants. A copy of the trust document must be furnished to Dale Village.

B7.3 Lost Certificates. Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and advertise the same in such manner as the Board of Directors may require (but which advertisement may be waived by the Board of Directors), and shall give the corporation a bond in such form and with one or more sureties satisfactory to the Board, in such amount as the board may determine, which shall be at least the book value of the stock represented by said lost or destroyed certificate(s), to protect the corporation or any person injured by the issuance of the replacement certificate from any liability or expense which it or they may incur by reason of the original certificate remaining outstanding, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one(s) alleged to be lost or destroyed, but always subject to the approval of the Board of Directors.

B7.4 Right of First Refusal. Any stockholder who shall enter into an agreement to sell his stock in the Corporation, shall give written notice of the terms of such agreement to the Board of Directors at the principal office of the Corporation. The Board of Directors may, within thirty (30) days of receipt of such notice, elect to purchase such stock upon the same terms and conditions; provided, however, that the terms and conditions of sale may not encompass any transactions exceeding the sale of the stock, the assignment and assumption of the proprietary lease, and the purchase and sale of the mobile home which occupies the lot which is the subject of the proprietary lease; and the Board of Directors may ignore any collateral transactions in exercising this right of first refusal. Notices of exercise of the right of first refusal shall be complete upon delivery of such notice to the mobile home occupying the lot which is the subject of the proprietary lease, or upon mailing to such other address as may be provided in the written notice given by the stockholder.

B7.5 Option to Buy. The Corporation shall have the option to buy all outstanding shares of stock of a shareholder upon the cancellation of his proprietary lease as provided in the Article B8, or as provided in sub-article B7.2.4.

B7.5.1 Upon termination of the Proprietary Lease, the affected stockholder shall be advised forthwith of his right either (1) to sell to the Corporation only his share of stock in the Corporation, or (2) to sell to the Corporation both his shares of stock and his mobile home. The stockholder's election shall be made in writing to the Corporation within twenty (20) days from notice of his options; and if the stockholder shall fail to make the election, it shall be presumed that the stockholder does not wish to sell his mobile home.

B7.5.2 If the stockholder shall elect to sell only his stock, the Corporation shall forthwith inquire of its accountant the book value of the stock, and shall within twenty (20) of the determination thereof, or upon surrender of the duly endorsed stock certificate(s), whichever shall be later time, and provided the stockholder has vacated the premises which is the subject of the proprietary lease, remit that amount to the stockholder.

B7.5.3 If the stockholder shall elect to sell both his stock and his mobile home, and the Directors and the stockholder shall agree upon the total value of the stock and mobile home, the Corporation shall remit that amount to him within ten (10) days of the stockholder (1) vacating the mobile home, (2) surrendering his duly executed stock certificate(s), and (3) delivering a duly assigned title to said mobile home or such other documents as the Corporation's attorney shall approve.

B7.5.4 If the Proprietary Lease was not canceled for cause under Article B8, and if the stockholder shall elect to sell both his stock and his mobile home, and the Directors and the stockholder shall not agree upon the total value of the stock and mobile home, the Corporation shall nominate not less than three (3) experienced appraisers, at least one of which shall be an MAI appraiser and one shall not, and the stockholder shall select one of those appraisers within seven (7) days. If the stockholder shall fail or neglect to select one of the nominees, the Corporation shall designate an MAI appraiser. The select or designated appraiser shall determine the fair market value of the mobile home and share of the Corporation, which shall be binding on both the stockholder and the Corporation, and the appraiser's fees shall be borne equally by the stockholder and Corporation. The Corporation shall remit that fair market value, less his share of the appraiser's fee, to the stockholder within ten (10) days of the stockholder (1) vacating the mobile home, (2) surrendering his duly executed stock certificate(s), and (3) delivering a duly assigned title to said mobile home or such other documents as the Corporation's attorney shall approve.

B7.5.5 If the Proprietary Lease was canceled for cause under Article B8, and if the stockholder shall elect to sell his stock and his mobile home, but the Directors and the stockholder shall not agree upon the total value of the stock and the mobile home:

B7.5.5 a) If the Proprietary Lease was canceled for reason other than failure to pay an amount due (whether maintenance fees, assessments or other charges), and all payments are current and continue to be kept current and the stockholder has vacated the mobile home, the Corporation shall afford the stockholder a period of 120 days in which to find a person acceptable to the Corporation to purchase both the share and the mobile home; or

B7.5.5 b) If the Proprietary Lease was canceled for failure to pay an amount due the Corporation, or if all payments have not been kept current, or if the stockholder has failed to vacate the mobile home, or if during the 120-day period allowed above the stockholder shall fail to keep all payments current, or upon expiration of the 120-day period, the

Corporation shall be entitled to purchase the stockholder's stock at book value as provided in sub-article B7.5.2, and require the stockholder to remove his mobile home from the park.

B7.5.6 Enforcement. If under the right of first refusal or option to buy, as provided above, the stockholder shall fail or refuse to deliver the stock certificate within three (3) days after demand, the Corporation may proceed to enforce delivery or to cancel the certificate by legal action.

B7.5.7 First Option to Buy Treasury Stock. Should there be any stock owned by the Corporation as treasury stock, the tenant residing on the lot associated with that stock shall have the first option to buy that stock, if the tenant was a tenant at the time the Corporation was formed.

B 7.5.8 Buyback share by the cooperative. The cooperative can buyback shares at any time at the request of a shareholder at 80% of the value and sell it back at 100% of market value.

ARTICLE B8 PROPRIETARY LEASE

B8.1 Right to lease. The right to a proprietary lease is an incident of ownership of stock in the Corporation. Each mobile home lot within the Dale Village Mobile Home Park shall be associated with a share in the corporation, and the owner of the share associated with a given lot shall be entitled as a matter of right to a proprietary lease of that lot, and shall be obligated as a condition of ownership of the share to enter into the proprietary lease. There shall be no separation of the right of ownership of stock from the right to, and obligation to enter into, the proprietary lease.

B8.2 Termination Only for Cause. No Proprietary Lease may be canceled without cause. Cause shall include:

B8.2.1 Failure to pay a charge or assessment within the period specified for payment of such charge or assessment, or within thirty (30) days of mailing or delivery of notice of such charge or assessment if no deadline is specified.

B8.2.2 Conviction of a federal law, state law or local ordinance which conviction is based on an act which the Board of Directors finds to have been detrimental to the health, safety or welfare of others residing in or visiting of the Dale Village Mobile Home Park, whether the conviction is of the stockholder or anyone who with permission or acquiescence resides on the lot which is the subject of his proprietary lease.

B8.2.3 Violation of a rule, regulation, by-law, or restriction imposed by the Corporation which the Board of Directors finds to have resulted from an act which endangered the safety of the Dale Village Mobile Home Park or its occupants or their guests; or which endangered the life, health or property of the occupants of Dale Village Mobile

Home Park or their guests, whether the violation is by the stockholder or by anyone who with his permission or acquiescence resides on the lot which is the subject of his proprietary lease.

B8.2.4 A second violation, by the stockholder or by anyone who with his permission or acquiescence resides on the lot which is the subject of his proprietary lease, within a period of twelve (12) months of the same rule, regulation, by-law, or restriction, imposed by the Corporation, provided three fourths of the Directors concur that the continuing violations jeopardize the peaceful enjoyment of the Dale Village Mobile Home Park by the other occupants or their guests, or that the continuing violations jeopardize the orderly operation of the Dale Village Mobile Home Park.

B8.2.5 Five or more violations within a period of twelve (12) months of one or more rules, regulations, by-laws, or restrictions, imposed by the Corporation or any combination thereof, provided three fourths of the Directors concur that the continuing violations jeopardize the peaceful enjoyment of the Dale Village Mobile Home Park by the other occupants or their guests, or that the continuing violations jeopardized the orderly operation of the Dale Village Mobile Home Park, and whether the violations are by the stockholder, by anyone who with his permission or acquiescence resides on the lot which is the subject of his proprietary lease, or the total violations are a combination of violations by the stockholder and such others.

B8.3 **Notice of Cause.** The Corporation shall cause to be given to the stockholder notice of a violation of a rule, regulation, by-law or restriction, or notice of a conviction, or failure to make payment of a charge or assessment, which may be or become a ground for terminating the proprietary lease, or such other act or omission which shall comprise cause for terminating the proprietary lease. If the Corporation deems the violation such as will justify termination of the proprietary lease for cause, the notice must also advise the stockholder that the matter is being referred to the Board of Directors.

B8.4 **Opportunity to be heard.** If the Board of Directors considers that any acts or omissions, as set forth above, justify cancellation of the proprietary lease, the Board shall, before voting on a motion to terminate the proprietary lease, afford to affected stockholder an opportunity to be heard by the Board and to show cause why the lease should not be terminated; and the affected stockholder shall be given at least two weeks' notice of this opportunity to appear before the Board.

B8.5 **Decision to Terminate Proprietary Lease.** A motion to terminate a proprietary lease for cause must be approved by a three-fourths majority of all members of the Board of Directors.

B8.6 **Notice of Decision.** A decision to terminate a proprietary lease shall be communicated to the affected stockholder by certified mail or hand delivery; and the notice

shall advise the stockholder of his option under sub-article B7.5.1, and that he has forty-five days to vacate the lot which is the subject of the proprietary lease.

B8.7 Effective Time of Termination. The termination of the proprietary lease for cause shall be effective on the forty-fifth (45th) day following delivery of notice under sub-article B8.6. If a proprietary lessee fails to vacate the lot when the termination becomes effective, it shall be the obligation of the Corporation to institute eviction proceeding against such lessee.

ARTICLE B9 ASSOCIATE MEMBERSHIP

B9.1 Any owner of a mobile home who is a resident in that mobile home in the Dale Village Mobile Home Park and any tenant of the corporation who resides in the Dale Village Mobile Home Park may become an associate member of the corporation by paying dues of \$50.00 per year. Such membership entitles such associate member to an option to purchase the share of stock allocated to the mobile home pad where the member resides.

B9.2 Associate members shall be entitled to all notices to which stockholders are entitled, may attend and be heard at meeting of stockholders and directors, but may not vote on corporate matters, and may not become directors of the corporation.

B9.3 Any reference to member or members of the corporation in these bylaws also includes stockholder, unless the context indicates otherwise; it being the intent of these bylaws that stockholders shall be entitled to all privileges to which an associate member is entitled, but not subject to all restrictions to which an associate member is subject.

ARTICLE B10 PARLIAMENTARY RULES

Meetings may be conducted informally. However, in the event of disagreement as to procedure, the latest edition of *Robert's Rules of Order* shall govern the conduct of corporate proceeding when not in conflict with the Article of Incorporation and By-Laws of the corporation nor with the laws of the State of Florida.

ARTICLE B11 CONDUCT OF BUSINESS WITHOUT MEETINGS

In accordance with Florida Statutes, the Directors and the stockholders are authorized to take action within their respective groups without the necessity of a meeting by the unanimous consent of the respective group.

ARTICLE B12 MISCELLANEOUS

B12.1 The Board of Directors shall have the power to adopt and amend administrative rules and regulations governing the details of the operation and use of common areas, and controlling standard of conduct for Tenant in the park, provided that no

rule or regulation may conflict with any bylaw, any provision of the articles of incorporation, and law or ordinance, or any regulation of any governmental agency having jurisdiction over the park or the Corporation.

B12.2 The stockholders, by a vote of two thirds of all outstanding shares, shall have the power to adopt and amend any administrative rule or regulation governing the details of the operation and use of common areas, and controlling standards of conduct for Tenants in the park, provided such change does not conflict with any bylaw, any provision of the articles of incorporation, any law or ordinance, or any regulation of any governmental agency having jurisdiction over the park or the Corporation.

B12.3 Agents (including volunteers), employees, former agents, and former employees of the corporation shall be indemnified in the same manner and to the same extent as Directors, under sub-article B3.14, for conduct occurring when acting in their capacity as an employee or authorized agent of the corporation.

ARTICLE B13 AMENDMENTS

B13.1 **The Directors** shall have the power to amend, make and repeal any By-Laws of the corporation at any duly held meeting of the Directors, provided that the change(s) is (are) approved by three fourth majority of all Directors; and further provided that no change may be inconsistent with any By-Law hereafter adopted by the stockholders unless such adoption allows change by the Board of Directors; and further provided that the number of directors and their compensation and compensation of officers shall always be determined by the stockholders, and further provided that no change may be inconsistent with the Articles of Incorporation or with the laws of the State of Florida or of the United States.

B13.2 **The Stockholders** may alter, make, amend and repeal any of the By-laws of the corporation by a majority vote at any duly held meeting of stockholders provided that (unless waived by all stockholders) the intention to take such action shall have been announced in the notice of such meeting, or may do so at any meeting without notice of the intention to take such action provided that the approval of any change(s) shall be by holders of a majority of all outstanding common stock whether or not present, and further provided that no change may be inconsistent with the Articles of Incorporation or with the laws of the State of Florida or of the United States.

B13.3 **Proposal to Amend Existing Bylaws** shall contain the full text of the bylaws to be amended, with new words inserted in the text underlined, and words to be deleted lined through with hyphens. If a proposed change is so extensive that this procedure would hinder, rather than assist, understanding of the proposed amendment, then the existing text need not be set forth, and the underlining and hyphen overprinting procedure need not be followed; but the following language must precede the proposed rewording;

“Substantial rewording of bylaw. See bylaw [specify Article and paragraphs to be replaced] for present text.”

B13.4 A Copy of the Proposed Amendments shall:

Sub-Article B3.5.2 also refers.

a) Be included with notice of meeting in order to be considered by stockholders “with notice”, or

b) Be distributed among stockholders attending meeting in order to be considered by stockholders “without notice”, and

c) Shall be distributed prior to voting on the amendments in order to be considered by directors.

- (END) -

The foregoing were adopted as the By-Laws of DALE VILLAGE, INC., a Florida corporation on May 12, 1984, as amended on December 29, 1984, December 16, 1985, March 2, 1987, April 30, 1997, March 6, 2000, March xx, 2003, April 7, 2008, June 8, 2016, June 5, 2017