

BY-LAWS
of
POND APPLE MAINTENANCE ASSOCIATION, INC.

I. DEFINITIONS:

All terms used herein which are defined in the Declaration of Covenants and Restrictions for Vista Verde shall be used herein with the same meaning as defined in said Declaration.

II. LOCATION OR PRINCIPAL OFFICE:

The principal office of the Association shall be located at 21072 Jog Road, Boca Raton, Florida 33433, or at such other place as may be established by resolution by the Board of Directors of the Association.

III. VOTING RIGHTS AND ASSESSMENTS:

1. Every person or entity who is a record fee simple owner of a Lot, including the Developer, at all times as long as it owns any property subject to this Declaration, shall be a member of the Association, provided that any such person or entity who holds such interest only as a security for the performance of an obligation, shall not be a member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment.

2. Assessments and installments thereon not paid when due shall bear interest from the date when due until paid, at the rate set forth in the Declaration of Covenants and Restrictions for Vista Verde, and shall result in the suspension of voting privileges during any period of such non-payment.

IV. BOARD OF DIRECTORS:

1. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of Directors; except

EXHIBIT "D"

that Developer, to the exclusion of other members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by Developer. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and/or appointed and qualified.

V. ELECTION OF DIRECTORS: NOMINATING AND ELECTION COMMITTEES:

1. Nominations for the election of Board members may be made by a Nominating Committee appointed by the Board.

2. Developer shall, within fourteen (14) days of the date set for the annual meeting of the Association, notify the Secretary and the Nominating Committee of the names of the Directors the Developer is appointing to the Board of Directors. Within thirty (30) days of such annual meeting date, the Nominating Committee shall notify the Secretary of the names of the candidates nominated for election to the Board of Directors. The Secretary shall, within seven (7) days, of receiving such notification from the Nominating Committee, prepare and mail ballots to the members.

3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine. In addition to nominations made by the Nominating Committee, petitions for nominees shall be accepted if signed by either fifteen (15) Class A Members or by one-third ($1/3$) of the Class A Membership, whichever is smaller. Nominations and notification of the vacancies being filled by the Developer shall be placed on a written ballot, as provided in Section 4 of this Article, and shall be made in advance of the time fixed therein for the mailing of such ballots to members.

4. All elections to the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled by Class A Members, and (b) set forth the names of those nominated for each vacancy by the Nominating Committee or by petition for such vacancy and the names of those appointed to the Board of the Developer. Upon receipt of such ballots members may,

in respect to each vacancy, cast as many votes for the persons nominated as they are entitled to exercise, under the provisions of the Articles of Incorporation and these By-Laws.

5. The completed ballots shall be returned to the Secretary at the address of the Association, or at such other address as designated upon each ballot. Upon receipt of each ballot, the Secretary shall immediately place it in the safe or other locked place until the date of the annual meeting of the Association. On that day, and at the annual meeting, the ballots shall be turned over to an election committee which shall consist of five (5) members appointed by the Board of Directors or be counted by the Secretary, if the Board has not appointed an election committee.

6. The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this Article, shall be deemed elected or appointed as of the date of the annual meeting of the Board of Directors.

VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS:

1. The Board of Directors shall have power:

(a) To call meetings of the members.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To adopt and publish rules and regulations governing the use of the Common Area or any parcels thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges, if deemed appropriate.

(e) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

(f) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to members in the Declaration of Covenants and Restrictions for Vista Verde or the Articles of Incorporation of the Association.

(g) To appoint a representative from VISTA VERDE to the Via Verde Homeowners' Association, Inc., which representative shall have the authority to vote the entire interest of VISTA VERDE at Via Verde meetings and proceedings.

2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs.

(b) To supervise all officers, agents and employees of this Association and see that their duties are properly performed.

(c) With reference to assessments of the Association:

i. To fix the amount of the Assessment against each member for each assessment period at least thirty (30) days in advance of such date or period;

ii. To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be opened to inspection by any member; and

iii. To send written notice of each assessment to every member subject thereto.

(d) To issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

(e) Notwithstanding any provisions to the contrary

contained in the Covenants and Restrictions for Vista Verde, the Articles of Incorporation of the Association, or herein, the Board of Directors may cooperate with the Via Verde Homeowners Association, Inc., and/or with any other association or entity of which all Owners of Lots in Vista Verde are members and which has the power and authority to levy and enforce maintenance assessments against Lots, and the Owners thereof, in Vista Verde, in the collection of assessments. The assessments levied by, and payable to, the Association may be collected for and remitted to the Association by such other association(s) as the Board of Directors may, in its discretion, deem expedient and appropriate.

VII DIRECTORS AND MEETINGS:

1. The annual meeting of the Association shall be held on the first Sunday in March, at 4:30 o'clock, P. M., at the principal office of the Association, unless some other time and/or place is designated by the Board. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

2. Notice of such meetings are hereby dispensed with. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following, which is not a holiday, and no notice thereof need be given.

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

4. The transaction of any business at any meeting of the Board of Directors, however, called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present, signs a waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

VIII. OFFICERS:

1. The officers shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. The President shall be a member of the Board of Directors, but the other officers need not be.

2. The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

3. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

6. The Vice President or the Vice President so designated by the Board of Directors, if there is more than one (1) Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall be ex officio the Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in the book kept for that purpose all the names of the members of the Association, together with their addresses, as registered by such member.

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

9. The Treasurer, or his appointed agent, shall keep proper books of account and cause an annual audit of the Association books be made by a certified public accountant at the completion of each fiscal year. He or his appointed agent shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be open for inspection upon reasonable request by a member.

10. The salaries, if any, of the officers and assistant officers of the Association shall be set by the Board of Directors.

IX. COMMITTEE:

1. The standing committees of the Association shall be:

- The Nominating Committee
- The Maintenance Committee
- The Architectural Review Board (the "ARB")

Each committee, other than ARB, shall consist of a chairman, and two (2) or more members and shall include a member of the Board of Directors. The committees (except the ARB) shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until succeeding committee members have been appointed. The Board of Directors may appoint such other committees as it deems advisable.

2. The Nominating Committee shall have the duties and functions described in the By-Laws.

3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the property in Vista Verde, and shall perform or seek the performance of such other functions as the Board, in its discretion, determines.

4. The ARB shall be appointed, shall serve, and shall have the duties and functions, as described in the Declaration of Covenants and Restrictions for Vista Verde. A party aggrieved by a decision of the ARB shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, that the Board review such decision. The determination of the Board, upon reviewing such decision of the ARB, shall, in all events, be dispositive.

5. The Maintenance Committee and other committees appointed and so empowered by the Board of Directors (but not the Nominating Committee or the ARB) shall have the power to appoint subcommittees from among their membership, and it may delegate to any subcommittees any of its powers, duties and functions.

6. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its scope of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director or officer of the Association, which is further concerned with the matter presented.

X. BOOKS AND PAPERS:

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

XI. SEAL:

The Association shall have a seal in circular form, having within its circumference the words: POND APPLE MAINTENANCE ASSOCIATION, INC., a corporation not for profit, 1978.

XII. AMENDMENTS:

These By-Laws may be altered, amended or repealed by majority vote of the Directors present at a duly-constituted meeting of the Board of Directors, except that no amendment affecting Developer shall be effective without Developer's written consent.

CERTIFICATE

The foregoing were adopted as the By-Laws of Pond Apple

Maintenance Association, Inc., a corporation not for profit under the laws of the State of Florida, on July 6, 1979.

s/ Arlene J. Utal
Secretary

s/ Stacey J. Utal
President