

Brookside Mobile Manor Inc.
A Resident Owned, +55 Older Persons Community
4150 66th Street North
St. Petersburg, Florida, 33709
Amendments to Bylaws
Annual Meeting January 15, 2008

ARTICLE 1

The office of the corporation shall be 4150 66th Street North, St. Petersburg, Florida, Lot # 226.

ARTICLE 11

SECTION 1. Ownership of Brookside Mobile Manor Inc. share is limited to adult owners of mobile homes in Brookside Mobile Manor Inc., St. Petersburg, Florida with the exception that, in case of joint ownership, only one (1) owner is required to live in the park. Shares may be jointly owned by husband and wife or by owners with other individuals. All purchasers of mobile homes shall purchase that share of stock assigned to the site or lot occupied by the mobile home being purchased. The share shall be in the same name(s) as the title to the unit occupying that assigned site.

SECTION 2. A shareholder cannot sell, transfer or assign his or her share without the approval of the board of directors.

ARTICLE 111
SHAREHOLDERS' MEETINGS

SECTION 1. PLACE OF MEETING

Meetings shall be held at such place as the board shall authorize.

SECTION 2. MEETINGS

The regular meeting of the shareholders shall be held during the third (3rd) week of January (commencing January 1994) and shall be known as the Annual Meeting to receive the reports of the board of directors, to elect officers and directors who will assume the duties of their office immediately after the annual meeting, and transact other business of the corporation. The time and place of the annual meeting shall be posted on **three bulletin boards**, sixty (60) days prior to the meeting and shall be specified at least sixty (60) days in advance by the delivery to the shareholder's mobile home.

SECTION 3. SPECIAL MEETINGS

A special meeting of the shareholders may be called at any time by the President, or in his/her absence by the First Vice-President, Second Vice-President, the Secretary or by written request of four (4) board members upon fifteen (15) days notice which shall be posted on the **three bulletin boards** and delivered to shareholder's mobile homes. Such notice shall state the time, place and purpose of the meeting.

1. The Board of Directors may adopt bylaws to be effective only in an emergency as defined in subsection (5) Florida Statutes 607.027. An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled.

The emergency bylaws which are subject to amendment or repeal by the shareholders may make all provisions necessary for managing the corporation during an emergency including:

- (a) procedures for calling a meeting of the board of directors; The President will call the meeting.
- (b) quorum requirements; five shareholders residing at that time in the park
- (c) designation of additional or substitute directors if required

2. The board of directors, either before or during any such emergency, may provide and from time to time modify lines of succession in the event that during such an emergency any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties.

3. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. They emergency bylaws are not effective after the emergency ends.

4. Corporate action taken in good faith in accordance with the emergency bylaws:

- (a) binds the corporation and agent
- (b) may not be used to impose liability on a corporate director, officer, or agent

A special meeting (that is not an emergency) may be called by a petition signed by the majority (51% of unit owners) stating the purpose of the meeting, upon giving fifteen (15) days notice. On the occasion that the majority is not available then a quorum shall consist of the majority residing in the park at that time. (Florida Statute 723.078, 2b)

A quorum at a regular board or shareholder's meeting shall consist of thirty (30) shareholders attending in person, each share being entitled to one (1) vote.

SECTION 4 PROXIES

Each shareholder entitled to vote may authorize, in writing, another shareholder to vote for him/her by proxy. Each proxy must be dated and signed by the shareholder or his/her attorney-in-fact. No proxy shall be valid after thirty (30) days from the date appearing on the proxy. Proxy votes may NOT be used as votes in an election of officers and directors. Absentee votes are acceptable.

SECTION 5 VOTING

Each shareholder shall be entitled to one vote for each share of record in his/her name. The officers/directors shall be elected by a majority of the votes cast. All other corporate action shall be authorized by a majority of votes cast. New proposals presented during the shareholders' meeting require a majority vote by shareholders present, in person or by proxy, for approval.

ARTICLE IV OFFICERS

SECTION 1. Officers of the corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. They must be shareholders. **The presiding officer does not have voting privileges unless the vote is by ballot. However if the vote is tied, the presiding officer does not need to vote unless he/she wants the motion to be adopted. He /she can then vote in the affirmative and the motion passes.**

SECTION 2. PRESIDENT

The President is the Chief Executive Officer of the corporation. He/she shall preside at all meetings of the shareholders, the board of directors and the executive committee, unless otherwise directed by the board of directors, shall represent the corporation and the board of directors at **all meetings.**

SECTION 3. FIRST VICE-PRESIDENT

The first Vice-President shall preside in the absence of the President and perform the duties of the President in the event of his/her absence or disability. **He /she will automatically succeed to the office of President in case of that officer's death or resignation.**

SECTION 4. SECOND VICE-PRESIDENT

The Second Vice-President shall preside in the absence of the President and the First Vice-President and perform the duties of the President and /or First Vice-President in the event of his/her absence or disability. The office of the Second Vice-President becomes vacant upon the resignation, removal for just cause or death of the First Vice-President. The office of the Second Vice-President shall be filled by a director selected by a majority of the remaining board of directors.

SECTION 5. SECRETARY

The records and proceedings of the corporation, the board of directors and the executive committee shall be kept by and under the supervision of the secretary. He /she shall maintain the record of the shareholders and handle transfers of shares as approved by the board. **He /she shall make sure the official bylaws and rules are available to shareholders and are available for reference at meetings. He/she shall serve as correspondence secretary and will prepare the regular meeting agenda for the presiding officer. The Secretary will issue notice of meetings on bulletin boards or by mail.** Upon resignation, removal for just cause or death of the Secretary, the board shall appoint a replacement to complete the term of office.

SECTION 6. TREASURER

The Treasurer shall; (a) receive and keep in safe custody all money, funds and property of the corporation; **keeping careful records of all receipts and making no disbursements without the authority of the board.** All monies of the corporation shall be deposited in a bank designated by the board of directors. (b) **He /she shall report to the board, in writing at the close of each month, a financial statement of the corporation showing all income and expenses.** (c) **He /she shall present a statement of accounts for the corporation for the twelve (12) month period ending December 31 of each year to the board prior to the Annual Meeting of the shareholders, such statement to be prepared by a designated certified public accountant.** (d) **He /she shall take responsibility for any an all reports by taxing authorities.** All records, accounts and vouchers shall be the property of the corporation and shall be retained in the corporation office subject to the control of the board of directors. (e) The Treasurer shall disburse funds by the direction of the board, by check signed by two (2) officers. **A third officer will be chosen by the board and will having signing authority as an alternate if required.** (f) The Treasurer shall keep accounts of the petty cash disbursements. Upon the resignation, removal for just cause or death of the Treasurer, the board shall appoint a replacement to complete the term of office.

SECTION 7. ELECTIONS AND TERMS OF OFFICE

All officers shall be elected for a term of two (2) years beginning in 1996. Officer elections shall occur in even numbered years. Officers shall serve until their successors are elected and may be elected to succeed themselves. An officer may be elected to any other position at the end of his/her term. **All board members should make an attempt to attend as many meetings as possible or may be subject to removal for non-performance of duties.** In the event it becomes necessary to appoint a director to fill a vacancy caused by resignation, removal for just cause or death of a **board member**, the board shall appoint a replacement to complete the director's term in office.

ARTICLE V DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The business of the corporation shall be governed by its board of directors. All members of the board shall be shareholders. The Board, as used herein, consists of all officers and directors.

SECTION 2. NUMBER OF DIRECTORS AND LENGTH OF TIME

There shall be no less than two (2) directors. Directors shall be elected for a term of two (2) years beginning in 1995 and in subsequent odd-numbered years.

SECTION 3. REMOVAL OF A BOARD MEMBER

Board members may be removed with just cause, by the majority **(51% of 82 units)** of the shareholders by **written petition**. Remaining board members shall appoint a temporary replacement to complete the term of office following proper procedures.

SECTION 4. RESIGNATIONS

A board member may resign at any time with at least fifteen (15) days notice. Such resignation shall be in writing to the Secretary **and should specify the effective date.**

SECTION 5. ADVISORS

The board shall employ the services of the following as needed: a certified public accountant and legal counsel **as needed by the majority of the board.**

SECTION 6. QUORUM

Five (5) board members constitute a quorum for a board meeting.

SECTION 7. BOARD MEETING

A minimum of one (1) regular board meeting shall be held **each month from October to May;** the date, time and place to be set by the board. **Board planning meetings shall be held seven (7) days prior to the regular board meeting. These meetings will be open to shareholders. Notice of all meetings will be posted on three (3) bulletin boards.**

SECTION 8. SPECIAL BOARD MEETING

Special meetings of the board shall be held with notice to the board by the President.

SECTION 9. COMPENSATION

Expenses incurred from duties of office or from work authorized by the board, **will be** recompensed by the Treasurer. All elected officers are non-paid volunteers.

SECTION 10. INVESTMENTS

All investments must be **presented before the shareholders and approved by the majority (51% of unit owners) of the shareholders at a regular board meeting.**

SECTION 11. BOARD ATTENDANCE

All board of directors meetings shall be open to the shareholders. Shareholders may not present a motion or vote. **Shareholder opinions are welcome but are restricted by a three (3) minute speaking limitation.**

SECTION 12. EXPENDITURE LIMITATIONS

The Board of Directors may expend up to the sum of two thousand dollars (\$2000.00) for any necessary expenditure **above the regular monthly park expenses.** If the proposed expenditure is in excess of two thousand dollars (\$2000.00), it must be approved by the **majority of the shareholders. (51% of unit owners)** In the event of an emergency, the board may approve the necessary amount to cover the immediate expenses.

SECTION 13. MAINTENANCE FEES

The board cannot **increase** the maintenance fees without the approval of the majority of the shareholders **(51% of unit owners)** voting at the Annual Meeting. **Special assessments cannot be made without the approval of the board of directors and the majority of shareholders. (51% of unit owners)**

SECTION 14. SHARES

The cost of shares cannot be increased or decreased without the approval of the majority of the shareholders. (51% of unit owners)

ARTICLE VI COMMITTEES

SECTION 1. MEMBERSHIP

All committee members shall be shareholders of the corporation. Committee chairpersons shall be appointed by the President with the approval of the board. **Standing committees (not the members) have perpetual existence in the organization. ie. Social Committee**

Special committees are established for a specific purpose and they cease to exist after the task assigned is completed and the committee makes its final report. A board member may make a motion to have a special committee appointed by the President.

The election committee is established to recommend candidates for the offices of the organization and to prepare for the election at the Annual Meeting.

The finance committee is expected to consider the financial resources and obligations of the organization, establish a budget and make recommendations on financial matters for the benefit of the board and shareholders.

SECTION 2. EXECUTIVE COMMITTEE

The executive committee shall consist of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The President shall be the chairperson of the executive committee. Any executive committee action shall be reported to the board of directors at the next board meeting. The executive committee shall approve the minutes of all shareholders' meetings.

ARTICLE VII ELECTION

SECTION 1.

The first notice of election goes to the shareholders at least sixty (60) days before the scheduled election. Thereafter, any shareholder desiring to be a candidate must give written notice to the **election committee** not less than forty (40) days prior to the scheduled election. **The bylaws shall not restrict any shareholder (in good standing) desiring to be a candidate for board membership, from being nominated from the floor. (prior to the 40 day cut-off date) (Florida Statute 719.106)**

SECTION 2.

Each shareholder shall be entitled to one (1) vote per share. Proxy votes may NOT be used for elections. Absentee votes are acceptable.

**ARTICLE VIII
BONDING**

The President, Secretary, Treasurer and anyone who has check signing authority must be bonded as indicated by Florida Statute 719.106 (k).

**ARTICLE IX
SEAL**

The corporate seal of the corporation shall bear the words "Brookside Mobile Manor Inc. Incorporated 1983".

**ARTICLE X
RULES AND REGULATIONS**

The Rules and Regulations as adopted by the board shall govern tenants and their guests until such time as amended by the board. The board shall give shareholders thirty (30) days written notice of any amendments before enforcing them. Notification shall be made by delivery to shareholders' mobile homes or summer address.

**ARTICLE XI
DISSOLUTION**

Dissolution of the Corporation shall require seventy-five percent vote of the shareholders. (75% of unit owners)

**ARTICLE XI1
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern Brookside Mobile Manor Inc. in all cases to which they are applicable, where they are not inconsistent with these bylaws, the corporation charter and any special rules of order the shareholders may adopt.

**ARTICLE XI11
AMENDMENTS**

A copy of the proposed amendments shall be included in the notice of the meeting at which the amendment (s) is to be considered. A majority of the shareholders voting in person, by proxy, or by absentee vote is required to pass an amendment.

The bylaws of Brookside Mobile Manor Inc. were adopted by the majority vote of its shareholders on the 4th day of January, 1986. They were amended by the majority vote of shareholders on the 25th day of February, 1986; in March 1994, and on the 15th day of January, 2008