

BYLAWS
OF
JASMINE TERRACE HOMEOWNERS ASSOCIATION, INC.

(A Florida Corporation Not-For-Profit)

ARTICLE I
IDENTITY AND PRINCIPAL OFFICE

The name of the corporation is **JASMINE TERRACE HOMEOWNERS ASSOCIATION, INC.**, a corporation not-for-profit under the laws of the State of Florida (hereinafter the "Association"). The principal office of the Association shall be located at 103 N.W. 2nd Avenue, Ft. Lauderdale, Florida 33311, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

2.1 "Association" shall mean and refer to **JASMINE TERRACE HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation, its successors and assigns.

2.2 "Board" shall mean and refer to the Board of Directors of the Association.

2.3 "Common Expenses" shall mean and refer to the expenses of the Association for which an Owner may be assessed, which if not paid can result in a lien against the Owner's Parcel.

2.4 "Community" shall mean and refer to the Jasmine Terrace town home property described in and subject to the Declaration, referred to therein sometimes as either the "Property" or the "Community."

2.5 "Declarant" shall mean and refer to EDEWAARD DEVELOPMENT COMPANY, LLC, a Florida limited liability company, whose post office address is 103 N.W. 2nd Avenue, Ft. Lauderdale, Florida 33311.

2.6 "Declaration" shall mean and refer to the Declaration of Covenants, Restrictions and Easements, and any amendments thereto, for Jasmine Terrace, written in the nature of covenants running with the land which subjects the land comprising the Community to the jurisdiction and control of the Association in which the owners of the Parcels, or their association representatives, must be members.

2.7 "Member" shall mean every Owner that is a member of the Association, and may include, but is not limited to, a Parcel Owner or an association representing parcel owners or a combination thereof.

EXHIBIT "C"

2.8 "Parcel" shall mean and refer to any one of the town home properties within the Community which is capable of separate conveyance.

2.9 "Owner" shall mean and refer to the record owner of legal title to a Parcel.

2.10 "Unit" shall mean and include any one of the town home dwelling improvements constructed on a Parcel within the Community.

ARTICLE III MEMBERSHIP

3.1 Membership. The membership of the Association shall be limited to the Owners within the Community. Membership is automatically conferred upon acquisition of the fee simple interest to any Parcel. Membership is an incident of ownership and is not separately transferable.

3.2 Transfer of Membership. Membership in the Association shall be transferred as an appurtenance to the transfer of the fee simple interest in any Parcel and shall become effective upon the recording of a deed or other instrument establishing a record title to a Parcel in the Public Records of Broward County, Florida.

3.3 Member Roster. The Association shall maintain a roster of the names and mailing addresses of Owners, which shall likewise constitute the roster of Members. Each Member shall furnish to the Association a copy of the recorded deed or other instrument establishing a record title to the Member's Parcel.

ARTICLE IV MEETINGS OF MEMBERS; QUORUMS; PROXIES

4.1 Meetings of Members. All meetings of the Corporation shall be held at such time and place as shall be stated in the notice thereof.

A. Annual Meetings. The annual Members' meetings shall be held at the office of the Association at 7:00 P.M., or at such other place and time of day as the Board may elect in its discretion, on each anniversary date following the date of transition of Association control from the Declarant to the Members for the purpose of electing directors and for the transacting any and all proper business that may come before the meeting; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a legal holiday. However, so long as Declarant is entitled to appoint a majority of the directors of the Association, no annual meetings will be required; the first annual meeting of the Members shall be held at the call of the Declarant.

B. Special Meetings. Special meetings of the Members shall be held whenever called by any director, the President, or at the request, in writing, by not less than a majority of the Members, or as otherwise provided by law. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting. However, until Declarant terminates his control of the

Board, no special members' meeting shall be convened without the prior written consent of Declarant.

4.2 Notice of Meeting. Written notice of each meeting of the Members, stating the time, the place, and the case of a special meeting, the objects for which the meeting is called, shall be given by the President or Secretary. Such notice shall be mailed to each Member at his address as it appears on the Member Roster and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

4.3 Voting. Members shall be entitled to cast one vote for each Parcel owned, but in no event may more than one vote be cast with respect to any one Parcel. Where a Parcel is owned by more than one person, or by a corporation, partnership, or other entity, the person who shall be entitled to cast the vote of such Parcel shall be the person named in a certificate, executed by all of the owners of such Parcel, and filed with the Secretary prior to the meeting at which the vote is to be cast. In the event that such a certificate is not filed, the owners of that Parcel will not be entitled to vote at the meeting, and their presence will not be counted for purposes of establishing a quorum.

4.4 Quorum. The presence, either in person or by proxy, at a Member's meeting of not less than a majority of the total number of Members entitled to cast a vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Members except when approval by a greater number of Members is required by the Declaration, the Articles of Incorporation or these Bylaws.

4.5. Proxies. At all meetings of Members, each Member entitled to vote may vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which the proxy was given, and must be signed by the authorized person who executed the proxy and filed with the Secretary. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires upon the earlier of (i) 90 days after the date of the meeting for which it was originally given, or (ii) the date of conveyance by a Member of his Parcel. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

4.6 Adjournment. If a quorum is not present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting until a quorum shall be present. Adjournment of an annual or special meeting to a different date, time, or place must be announced at that meeting before adjournment is taken. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting.

4.7 Order of Business. The order of business at annual Members' meetings and, as far as practical, at other Members' meetings, shall be:

- A. Election of chairperson of the meeting;
- B. Calling of the role and certifying of proxies;
- C. Proof of notice of meeting or waiver of notice;
- D. Reading and disposal of any unapproved minutes;
- E. Reports of officers;
- F. Reports of committees;
- G. Election of inspectors of elections;
- H. Election of Directors;
- I. Old business;
- J. New business;
- K. Adjournment.

4.8 Minutes. The minutes of all meetings of the Members shall be filed and maintained in the minutes book of the Association, which shall be available for inspection by the Members or their authorized representatives, and the directors, at any reasonable time. The Association shall maintain these minutes for at least seven (7) years.

4.9 Actions Without A Meeting. Any action required or permitted to be taken at any annual or special meeting of the Members of the Association, may be taken without a meeting, without a prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice of the action taken shall be given to those Members who have not consented in writing. If a unit is owned by more than one person or by a corporation, the consent for such unit need only be signed by one person who would be entitled to cast the vote for the unit.

4.10 Proviso. Provided however, that until the Declarant has completed all of the contemplated improvements and closed the sales of all of the Parcels within the Property or until the Declarant elects to terminate its control of the Association, whichever shall first occur, the proceedings of all meetings of Members of the Association shall have no effect unless approved by the Board.

ARTICLE V DIRECTORS

5.1 Number of Directors, Term of Office. The affairs of the Association shall be managed by a Board of not less than three (3) directors. Directors shall serve for terms of one year and until their successors are duly elected and qualified, or until such director's death, resignation or removal, as hereinafter provided or as otherwise provided by statute or by the Articles of Incorporation.

5.2 Removal. Any Director may be removed from the Board by either (1) a majority vote of the remaining Directors, if such Director (a) has been absent for the last three consecutive Board meetings, or (b) is an owner and has been delinquent for more than thirty (30) days in the payment of assessments or other monies owed to the Association, or (2) with or without cause, by the vote of a majority of the Members of the Association at a Special Meeting of the Members called by not less than a majority of the Members of the Association expressly for that purpose. The vacancy of the Board caused by any such removal may be filled by the Members at such meeting or, if the Members shall fail to fill such vacancy, by the Board, as in the case of any other vacancy on the Board.

5.3 Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties.

5.4 Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

6.1 Election. The directors of the Association shall be elected at the annual meeting of the Members in the following manner:

A. The Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. There shall be no cumulative voting.

B. The election shall be by ballot (unless dispensed with by unanimous consent) and by plurality of the votes cast.

6.2 Vacancies. Except as to vacancies created by removal of Directors by Members, vacancies in the Board occurring between annual meetings of Members shall be filled by a vote of the remaining Directors. Any vacancy in the Board created by the removal of a Director by the Members, shall be filled by a vote of the Members at the special meeting called for that purpose.

6.3 Proviso. Notwithstanding any provision to the contrary, the Developer shall have the right to elect the Board of Directors of the Association until such time as he no longer holds title to any Unit(s), or until he elects to terminate his control of the Association, whichever shall first occur.

ARTICLE VII
MEETING OF DIRECTORS

7.1 Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and at such time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

7.2 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

7.3 Special Meetings. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written direction of a majority of the Directors.

7.4 Notice of Meetings. Except in the case of emergency meetings of the Board, notices of all Board meetings must be either mailed or delivered to each Member at least seven (7) days before a meeting, or in the alternative, posted in a conspicuous place on each Unit at least forty-eight (48) hours in advance of a meeting. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Notice of regular meetings shall be given to each Director personally, by mail, by telephone, or facsimile at least three (3) days prior to the day named for such meeting.

7.5 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

7.6 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board and the acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of Directors is required by the Declaration, the Articles of Incorporation, or these Bylaws.

7.7 Vote by Proxy. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers.

7.8 Adjourned Meeting. If at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted at the subsequent meeting without further notice.

7.9 Presiding Officer. The presiding officer at Directors' meetings shall be the President. In his absence, the Vice President shall preside.

7.10 Order of Business. The order of business at Directors' meetings shall be as follows:

- A. Calling of the roll;
- B. Proof of due notice of the meeting;
- C. Reading and disposal of any unapproved minutes;
- D. Reports of officers and committees;
- E. Election of officers;
- F. Old business;
- G. New business;
- H. Adjournment.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association existing under the laws of the State of Florida, the Declaration, the Articles of Incorporation, these By-Laws and the rules and regulations of the Association shall be exercised exclusively by the Board of Directors, its Agents, contractors or employees, subject only to the approval by the Owners where such approval is specifically required. Such powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

1. To exercise all common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these By-Laws, the Declaration, the Articles of Incorporation and the rules and regulations of the Association.
2. To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration, as amended from time to time.
3. To fix, levy, collect and enforce payment of charges and assessments pursuant to the terms of the Declaration.
4. To have a lien on Units to secure the payment of assessments or other charges due and to become due the Association.
5. To foreclose lien(s) against Units for which assessment or other charges due the Association are not paid within thirty (30) days after the due date, or to bring an action at law against the Owner obligated to pay the same.
6. To use the proceeds of the assessments and charges in the exercise of its powers and duties.
7. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the purposes of the Association.

8. To levy reasonable fines, not to exceed the maximum amount allowed under Chapter 617, Florida Statutes, against any Member, tenant, guest, or invitee, for violation of any of the provisions contained in either the Declaration, Articles of Incorporation, these Bylaws or the rules and regulations adopted by the Association.

9. To contract for the on-site drainage of the Property as required by the Broward County Department of Planning and Environmental Protection (BCDPEP) – Surface Water Management Division.

10. To employ personnel to perform the services required to carry out the purposes of the Association, including the right and power to employ accountants, attorneys, contractors, and any other professionals as the need arises.

11. To provide, maintain, repair, and replace utility connections, including without limitation, water and sewer, serving the Units under common, shared meter(s).

12. To make, establish and enforce reasonable rules and regulations governing the Community and the Common Area, if any.

13. To contract for bulk rate cable and community antennae services or any other type of telecommunication services for the benefit of the Owners.

14. To borrow money, and with the assent of a majority of the Members, mortgage, pledge, deed in trust, or hypothecate any or all real or personal property owned by the Association as security for money borrowed for debts incurred.

15. To keep a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by a majority of the Members who are entitled to vote;

16. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

17. To fix the annual budget for the Association.

18. To maintain a bank account(s) for the Association.

19. To call meetings of the Members.

ARTICLE IX OFFICERS

9.1 Enumeration of Officers. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

9.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of Members.

9.3 Term. The officers shall be elected annually by the Board and each shall hold office for one (1) year, unless they shall sooner resign, or shall be removed, or otherwise disqualified.

9.4 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time. Such resignation shall take effect on the date of receipt of notice by the Board, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.5 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

9.6 President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes. In addition, the President shall have all the powers and duties usually vested in the office of the President of an Association, including, but not limited to, the power of to appoint committees from among the Members from time to time as he, in his sole discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

9.7 Vice President. The Vice President shall act in the place of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

9.8 Secretary. The Secretary shall keep the minutes of all proceedings of the directors and Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; and perform such other duties as required by the Board.

9.9 Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by a resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members of the Association.

ARTICLE X
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Jasmine Terrace Homeowners Association, Inc., a not-for-profit corporation under the laws of the State of Florida, incorporated in 2006".

ARTICLE XI
AMENDMENTS


Prior to the first meeting of the Members, these Bylaws may be amended by a vote of a majority of the members of the Board. Subsequent to the first meeting of the Members, these Bylaws may be amended at a regular or special meeting of the Members, at which a quorum has been attained, by a vote of a majority of the Members present in person or by proxy.

ARTICLE XII
MISCELLANEOUS


12.1 The fiscal year of the Association shall be the calendar year, except that the first fiscal year shall begin on the date of incorporation.

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

The foregoing were adopted as the Bylaws of Jasmine Terrace Homeowners Association, Inc., a Florida not-for-profit corporation, at the first meeting of the Board of Directors on the 7th day of September, 2006.



Secretary



President