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(EXHIBIT "D") BOOK PAGE
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BY-LAWS
OF
RIVERSIDE CONDOMINIUM ASSOCIATION OF DeBARY, INC.
A CORPORATION NOT FOR PROFIT

1. Identity. These are the By-Laws of RIVERSIDE CONDOMINIUM ASSOCIATION OF DeBARY, INC., herein called the "Association", a Corporation Not for Profit as provided in Chapter 718, Florida Statutes (1983), and organized pursuant to Chapter 617, Florida Statutes, for the purpose of administering RIVERSIDE, A CONDOMINIUM, being situated in Volusia County, Florida, upon the following described land, to-wit:

(See schedule A attached hereto and included herein)

1.1 Principal Office. The office of the Association shall be at 766 B. Deltona Boulevard, Deltona, Florida 32725, or at such other place as may be designated by the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

1.3 Seal. The seal of the Corporation shall bear the name of the Corporation, the word, "Florida", the words, "Corporation not for profit", and the year of incorporation.

2. Members.

2.1 Qualification. The members of the Association shall consist of all the record owners of units.

2.2 Change of Membership. After receiving the approval of the Association as required in the Declaration of Condominium, change of membership in the Association shall be established by recording in the

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Public Records of Volusia County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

2.3 Voting Interests. The owner of record of each unit in the condominium shall be entitled to one (1) vote as a member of the Association, and the matter of exercising such vote right shall be determined by these By-Laws. The term "majority" is used in these By-Laws and other condominium instruments in reference to voting by unit owners, Association members and Board of Directors is being more than fifty percent (50%).

2.4. Designation of Voting Representative. If a unit is owned by one person his right to vote shall be established by the record title to his unit. If a unit is owned by more than one person, the person entitled to cast the vote for the unit shall be designated by a certificate (voting certificate) signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a Corporation, Partnership, or other entity, the person entitled to cast a vote for the unit shall be designated by a certificate of appointment (voting certificate) signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the Corporation, General Partners of the Partnership, Trustee in the instance of a Trust and the like and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any owner there.

2.5 Approval or Disapproval of Matters. Whenever the decision of a unit owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such owner if at an

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Association meeting, unless the joinder of record owners is specifically required by the Declaration or these By-Laws.

2.6 Restraint Upon Assignment of Shares in Assets. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

3. Members' Meetings.

3.1 Annual Members' Meetings. The annual members' meeting shall be held at the office of the Association at 7:30 p.m., Eastern Standard Time, on the second (2nd) Tuesday in February of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day. The annual meeting may be waived by a unanimous agreement of the members in writing. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time during the first two (2) weeks of February of each year which they may deem to be more convenient to the members of the Association.

3.2 Special Members' Meetings. Special members' meetings shall be held whenever called by a majority of the Board of Directors and must be called by such Directors upon receipt of a written request from members entitled to cast a majority of the votes of the entire membership.

3.3 Notice of All Members' Meetings. Notice of all members' meetings stating the date, time and place and the objects for which the meeting is called shall be given unless waived in writing. Such notice shall be in writing and furnished to each member at his address as it appears on the books of the Association and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting, except that any meeting called to elect a member or members to the Board of Directors to replace a Developer Board Member

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shall require not less than thirty (30) days' notice nor more than forty (40) days' notice. Proof of such mailing shall be given by affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings. Notice of all such meetings shall be posted in a conspicuous place on the condominium property at least fourteen (14) days prior to the meeting.

3.4 Quorum. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the Association. The acts approved by a majority of those 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 of Condominium or these By-Laws. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

3.5. Proxies. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein and any lawfully adjourned meetings thereof, and must be filed with the Secretary before the appointed time of the meeting or any adjournment thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the unit owner executing it.

3.6 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

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

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- (a) Call of ^{FL 37} the roll and certifying of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers.
- (e) Reports of Committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

3.8 Minutes of Meetings. The Association shall maintain minutes of each meeting of the membership and the Board of Directors in a businesslike manner and the minutes shall be kept in a book available for inspection by unit owners or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

4. Board of Directors.

4.1 Membership. The affairs of the Association shall be managed by a Board of no less than three (3) Directors nor more than five (5). Each Director shall be a person entitled to cast a vote in the Association, except as provided in Section 4.2(d) of these By-Laws. The term Board of Directors as used in these By-Laws shall be synonymous with the term Board of Administrators as used in Florida Statute §718.112, 1984 as amended.

4.2 Election of Directors.

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(a) Members of the Board of Directors shall be elected by a majority of the owners present at the annual meeting of the members of the Association, and entitled to vote.

(b) Except as to vacancies provided by removal of Directors by members, vacancies on the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors provided that vacancies caused by resignation of a Developer appointed Director may be filled by the Developer appointing a replacement.

(c) Any Director, with the exception of Developer designated directors pursuant to 4.2(d), (e), (f) and (g), may be removed, with or without cause, by the vote or agreement in writing of a majority of all the voting interests of the Association at a special meeting of the members called for that purpose. A special meeting of the voting interests to recall a member or members of the Board of Directors may be called by ten percent (10%) of the voting interests giving notice of the meeting as required for a meeting of unit owners, and the notice shall state the purpose of the meeting. The vacancy on the Board of Directors so created shall be filled by the members of the Association at the same meeting.

1. If the recall is approved by a majority of all voting interests by a vote at a meeting, the recall shall be effective immediately, and the recalled member or members of the Board of Directors shall turn over to the board any and all records of the Association in their possession, within 72 hours after the meeting.

2. If the proposed recall is by an agreement in writing by a majority of all voting interests, the agreement in writing shall be served on the Association by certified mail. The Board of Directors shall call a meeting of the board within 72 hours after receipt of the agreement in writing and shall either certify the written agreement to recall a member or members of the board, in which case such member or members shall be recalled effective immediately and shall turn over to the board within 72

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hours, any and all records of the Association in their possession, or proceed as described in subparagraph 3 below.

3. If the board determines not to certify the written agreement to recall a member or members of the board, or if the recall by a vote at a meeting is disputed, the board shall, within 72 hours, file with the Division of Florida Land Sales and Condominium of the Department of Business Regulation a petition for binding arbitration pursuant to the procedures of Florida Statute §718.1255, 1984, as amended. For purposes of this section, the unit owners who voted at the meeting or who executed the agreement in writing shall constitute one party under the petition for arbitration. If the arbitrator certifies the recall as to any member or members of the board, the recall shall be effective upon service of the final order of arbitration upon the Association. If the Association fails to comply with the order of the arbitrator, the Division may take action pursuant to Florida Statute §718.501. Any member or members so recalled shall deliver to the board any and all records of the Association in their possession within 72 hours of the effective date of the recall.

(d) The Developer shall be vested with the power to designate the initial Board of Directors, who need not be members entitled to vote in the Association. The initial Board of Directors shall serve until unit owners are entitled to elect unit owners to replace a member or members of the initial Board of Directors as contained in the schedule set out in Paragraphs 4.2(e) and 4.2(f) hereof.

(e) The unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors at such time as the Developer has conveyed fifteen percent (15%) or more of the units in the condominium, as provided in the Articles of Incorporation or at such earlier time as the Developer in its discretion may determine.

(f) The unit owners other than the Developer shall be

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entitled to elect a majority of the members of the Board of Directors:

(1) Three (3) years after fifty percent (50%) of the units that will ultimately be operated by the Association have been conveyed to individual purchasers; or

(2) Three (3) months after the Developer has conveyed ninety-five percent (90%) of the units that will ultimately be operated by the Association to individual purchasers; or

(3) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the remaining units are being offered for sale by the Developer in the ordinary course of business; whichever occurs first or at such earlier time as the Developer in its discretion may determine.

(g) The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the units in RIVERSIDE, a Condominium.

(h) Prior to or not more than sixty (60) days after the time unit owners other than the Developer elect a majority of the members of the Board of Directors of the Association, the Developer shall relinquish control of the Association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer, including, but not limited to the following items, if applicable, as to each condominium operated by the Association:

(1) Original or a photocopy of the recorded Declaration and all amendments certified by the Developer or its agent as being a complete copy of the actual recorded Declaration;

(2) Certified Copy of the Articles of

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Incorporation of this Association;

- (3) A copy of the By-Laws and all amendments thereto, if any;
- (4) The minute books, including all minutes, and other books and records of the Association, if any;
- (5) Any house rules and regulations which have been promulgated;
- (6) Resignation of officers and members of Board of Directors who are required to resign because the Developer is relinquishing control of the Association;
- (7) An audit and accounting which need not be certified, for all Association funds, performed by auditor independent of the Developer;
- (8) Association funds or control thereof;
- (9) All tangible personal property that is property of the Association, represented by the Developer to be ostensibly part of the common elements and an inventory of that property;
- (10) Insurance policies;
- (11) Copies of any certificates of occupancy, if any, which are available to Developer;
- (12) Any other permits issued by governmental bodies applicable to the condominium property in force or issued within one year prior to the date the unit owners other than the Developer take control of the Association.
- (13) Roster of unit owners and their addresses and telephone numbers, if known, as shown on the developer's records;

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(14) The plans, ~~pesticides~~ warranties and other items applicable to the Condominium operated by the Association;

(15) Leases of the common elements and other leases to which the Association is a party;

(16) Employment contracts, if any;

(17) Service contracts, if any;

(18) Other contracts.

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

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

4.5 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, and shall be open to all unit owners. Notice of regular meetings shall be given or delivered to each Director, personally or by mail, telephone or telegraph at least three (3) days prior to the day of such meeting, and except in emergency, notice of such meetings shall be posted conspicuously on the condominium property forty-eight (48) hours in advance for the attention of unit owners.

4.6 Special Meetings. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than

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three (3) days' notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Except in the case of emergency, notice of such meetings shall be posted conspicuously on the condominium property forty-eight (48) hours in advance for the attention of unit owners.

4.7 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.

4.8 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration of Condominium or these By-Laws.

4.9 Adjourned Meetings. If at any meetings of the Board of Directors 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 which might have been transacted at the meeting as originally called may be transacted without further notice.

4.10 Joinder in Meeting by Approval of Minutes. Except as elsewhere specifically provided herein or by law, any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors and filed in the minutes of the proceedings of the Board.

4.11 Presiding Officer. The presiding officer at Directors' meetings shall be the President. In the absence of the President, the Directors present shall designate one (1) of their number to preside.

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4.12 Directors' Fees. Directors' fees, if any, shall be determined by the members of the Association; provided, Directors designated by the Developer shall never, under any circumstances, be entitled to Directors' fees.

4.13 Assessments. Notice of any meeting in which assessments against unit owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

5. Powers and Duties of Board of Directors. All of the powers and duties of the Association existing under the Condominium Act, Declaration of Condominium, and these By-Laws, shall be exercised by the Board of Directors, subject only to approval by unit owners when such is specifically required. Such powers and duties of the Directors shall include, but not be limited to, the following, subject, however, to the provisions of the Declaration of Condominium and these By-Laws.

5.1 Assess. To make and collect assessments against members to defray the costs and expenses of the condominium.

5.2 Disburse. To use the proceeds from assessments in the exercise of its powers and duties.

5.3 Maintain. To maintain, repair, replace and operate the condominium property.

5.4 Insure. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners, as well as liability insurance for the protection of the Directors of the Association.

5.5 Reconstruct. To reconstruct improvements after casualty or condemnation and further improve the condominium property.

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5.6 Regulate. To make and amend reasonable rules and regulations respecting the use of the property in the condominium in the manner provided by the Declaration of Condominium.

5.7 Approve. To approve or disapprove of the transfer and sale of units in the manner provided by the Declaration of Condominium. No fee shall be charged in connection with a transfer, sale, mortgage, lease or sublease or other transfer of a unit which shall exceed \$50.00; provided, if the lease or sublease is a renewal of a lease or sublease with the same lessee or sublessee, no charge shall be made.

5.8 Management Contract. To contract for the management, motel operation and maintenance of the condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

5.9 Payments of Liens. To pay taxes and assessments which are liens against any part of the condominium other than individual units and the appurtenances thereto, and to assess the same against the units subject to such liens.

5.10 Enforce. To enforce by legal means provisions of the Condominium Act, the Declaration of Condominium, the Articles of Incorporation, the By-Laws, and the rules and regulations for the use of the property in the condominium.

5.11 Utilities. To pay the cost of all power, water, sewer, and other utility services rendered to the condominium and not billed to owners of individual units.

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5.12 Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

5.13 Common and Service Expenses. To determine the amount of common and service expenses for a given period and the allocation of the service expenses amongst the unit owners.

6. Officers.

6.1 Officers and Election. The executive officers of the Association shall be a President, who shall be a Director, a Vice-President, who shall be a Director, a Treasurer, a Secretary, and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be preemptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices except that the Present shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary to properly manage the affairs of the Association.

6.2 President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an Association, including, but not limited to the power to appoint committees from among the members from time to time, as he may, in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and members' meetings.

6.3 Vice-President. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Association.

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6.4 Secretary and Assistant Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the Directors or the President. The Assistant Secretary shall perform duties of the Secretary when the Secretary is absent. The duties of the Secretary may be fulfilled by a manager employed by the Association.

6.5 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments; and he shall perform all other duties incident to the office of Treasurer. The duties of the Treasurer may be fulfilled by a manager employed by the Association.

6.6 Compensation. The compensation, if any, of all officers shall be fixed by the members at their annual meeting. No officer who is a designee of the Developer shall receive any compensation for his services as such.

6.7 Indemnification of Directors and Officers.

(a) Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, or having served at the Association's request as a Director or officer of any other Corporation, whether or not he is a Director or officer at the time such expenses are incurred,

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regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

(b) Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these By-Laws.

(c) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these By-Laws.

7. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration of Condominium shall be supplemented by the following provisions.

7.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, when authorized and approved by the Board of Directors. The receipts shall be entered by the amounts of receipts by accounts and receipt classifications and expenses by the amounts of expenses by accounts and expense classifications.

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(a) Current Expense. Current expense shall include all receipts and expenditures to be made within the year for which the receipts are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to fund reserves. This shall include but not be limited to:

- (1) Cost for security;
- (2) Professional and management fees and expenses;
- (3) Taxes;
- (4) Cost for recreation facilities;
- (5) Expense for refuse collection and utility services;
- (6) Expense for lawn care;
- (7) Cost for building maintenance and repair occurring annually;
- (8) Insurance costs;
- (9) Administrative and salary expenses.
- (10) Service Expenses

(b) Reserve for Deferred Maintenance. Reserve for deferred maintenance shall include funds for maintenance items which occur less frequently than annually.

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(c) Reserve for Replacement. Reserve for replacement shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(d) Betterments. Reserve to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

7.2 Budget. The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray the current expenses (including common expenses and service expenses) and may provide funds for the foregoing reserves.

(a) A copy of a proposed annual budget of common expenses and service expenses shall be mailed to the unit owners not less than fourteen (14) days prior to the meeting at which the budget will be considered, together with a notice of that meeting. The unit owners shall be given written notice of the time and place at which such meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to the unit owners. If a budget is adopted by the Board of Directors which requires assessment against the unit owners in any fiscal year exceeding 115% of such assessments for the preceding year, upon written application of ten percent (10%) of the voting interest to the Board of Directors, a special meeting of the unit owners shall be held upon not less than ten (10) days' written notice to each unit owner, but within thirty (30) days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting unit owners shall consider and enact a budget. The adoption of the budget shall require a vote of not less than a majority vote of all the voting interests. In determining whether assessments exceed 115% of similar assessments in prior years, there shall be excluded in the computation any provision for reasonable reserves made by the Board of Directors in respect of repair or replacement of the condominium property or in respect of anticipated expenses by the condominium association which are not anticipated to be incurred on a regular or annual basis. There shall also be excluded from such

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computation, assessments for betterments to the condominium property. Provided, however, that so long as the Developer is in control of the Board of Directors, the Board shall not impose an assessment for any year greater than 115% of the prior fiscal or calendar year's assessment without approval of a majority of the unit owners. If a meeting of the unit owners has been called pursuant to the provisions of this subparagraph and a quorum is not attained or a substitute budget is not adopted by the unit owners, the budget adopted by the Board of Directors shall go into effect as scheduled.

(b) The proposed annual budget of the Board of Directors shall be detailed and shall show the amounts budgeted by accounts and expense classifications, including, if applicable, but not limited to, the provisions of Florida Statute 718.504(20). In addition to annual operating expenses, the budget shall include reserve accounts for capital expenditures and deferred maintenance. Such reserve accounts may be deleted from the budget or reduced, if the membership of the Association has, by a majority vote at a duly called meeting of the Association, determined for a fiscal year to provide no reserves or reserves less adequate than set out herein. If a meeting of the unit owners has been called to determine to provide no reserves or reserves less adequate than required, and such result is not attained or a quorum is not attained, the reserves, as included in the budget by the Board of Directors, shall go into effect.

7.3 Assessments. Assessments against the unit owners for their shares of the items of the budget shall be made in advance on or before December 20th preceding the year for which the assessments are made. Such assessments shall be due on January 1 of the assessment year but at the discretion of the Board of Directors may be payable in twelve (12) equal monthly installments, one of which shall come due on the first day of each month of the year for which the assessments are made. In any event assessments shall be payable not less frequently than quarterly. Assessments shall be made in an amount no less than required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses

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previously incurred. If an annual assessment is not made as required, amount of the last prior assessment and monthly payments thereon shall be due upon the first day of each month until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made shall be due on the first day of the month next succeeding the month in which such amended assessment is made or as otherwise provided by the Board of Directors. The first assessment shall be determined by the Board of Directors of the Association.

7.4 Acceleration of Assessment Installments Upon Default. If a unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after the delivery of the notice to the unit owner, or if such notice be by registered or certified mail, not less than twenty (20) days after the mailing, whichever shall first occur.

7.5 Depository. The depository of the Association will be such banks in Volusia County, Florida, as shall be designated from time to time by the Directors and the withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the Directors. Provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supersede the provisions hereof.

7.6 Audit. An audit of the accounts of the Association, if required by proper action of either a majority of the voting members, or of the Board of Directors, shall be made annually by a certified public accountant, and a copy of the audit report shall be furnished to each member not later than April 1 of the year following the year for which the audit is made.

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7.7 Fidelity Bonds. Fidelity bonds are required by the Board of Directors from all officers or members of the Board of Directors who control or disburse funds of the Association. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association.

8. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration of Condominium or these By-Laws.

9. Arbitration of Internal Disputes. Internal disputes arising from the operation of the Condominium among unit owners, the Association, their agents or assigns may be resolved by voluntary binding arbitration. Each part to the dispute must agree to the arbitration process and, in such case, the arbitrator's decision shall be final. Arbitration shall be pursuant to Chapter 652 of the Florida Statutes, 1983, as amended.

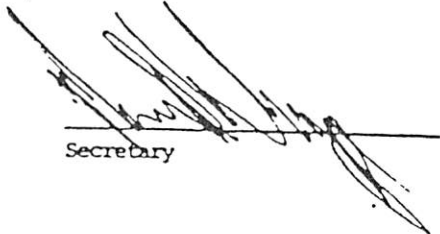
10. Amendment. The By-Laws may be amended in the manner set forth in the Declaration. No By-Law shall be revised or amended by reference to its title or number only. Proposals to amend existing by-laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Law. See By-Law ___ for present text." Non-material errors or omissions in the By-Law process shall not invalidate an otherwise properly promulgated amendment. No amendment to the By-Laws of the Association shall be valid recorded in the Public Records of Volusia County, Florida, and the Book and Page number of the Public Records is placed on the first page thereof retained by the Association.

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11. Rules and Regulations. Owners of two-thirds (2/3) majority of units represented at a meeting at which a quorum is present may overrule the Board of Directors with respect to any rule or regulation. Copies of all rules and regulations, amendments and modifications thereto shall be furnished by the Board of Directors to unit owners not less than fifteen (15) days prior to the effective date thereof. No such rule or regulation shall prejudice the rights reserved to the Developer. The Association may levy a fine, not to exceed \$50.00, against a unit for each failure of the owner of the unit or its occupant, licensee or invitee to comply with any provisions of the Declaration of Condominium Article of Incorporation of this Association, or violation of the Rules and Regulations of the Association. No fine shall become a lien against a unit nor shall such a fine be levied except after giving ten (10) days written notice and opportunity for a hearing to the unit owner and if applicable, the unit owner's licensee or invitee. The provisions of this paragraph 11. shall not apply to unoccupied units.

The foregoing were adopted as the By-Laws of RIVERSIDE CONDOMINIUM ASSOCIATION OF DeBARY, INC., a condominium Corporation and a nonprofit Corporation under the laws of the State of Florida, at the first meeting of the Board of Directors on the 15 day of Feb., 1985


Secretary

APPROVED:


President