

EXHIBIT "C"

Bylaws

**BYLAWS
OF
THE DISTRICT TOWNHOME ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the corporation is THE DISTRICT TOWNHOME ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to THE DISTRICT TOWNHOME ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants and Restrictions for The District on 9th Townhomes recorded in the Public Records of Pinellas County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Property" shall be defined as set forth in the Declaration.

Section 4. "Lot" shall be defined as set forth in the Declaration.

Section 5. "Owner" shall be defined as set forth in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions for The District on 9th Townhomes, and any supplemental Declarations or Amendments applicable to the Properties recorded in the Public Records of Pinellas County, Florida.

Section 7. "Member" shall mean and refer to those persons entitled to Membership as provided in said Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The Association shall hold an Annual Meeting of the Membership each year on a date and at an hour to be set by the Board of Directors.

Section 2. Special Meetings. Special Meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such

notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Members to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of each class of Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Right to Speak. Members shall have the right to attend all Membership Meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. Notwithstanding any provision to the contrary in the Governing Documents or any rules adopted by the Board or by the Members, a Member shall have the right to speak for at least three (3) minutes on any item, provided that the Member submits a written request to speak prior to the meeting. The Association may adopt reasonable written rules governing the frequency, duration, and other manner of Member statement, which rules must be consistent with this Section.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The Association's affairs shall be managed by a Board of Directors. Directors must be Members of the Association, unless appointed by the Declarant. There shall initially be three (3) members on the Board of Directors. The Board may establish a greater number by written resolution not sooner than thirty (30) days prior to any election held to elect the Directors of the Board. The number of Directors to serve on the Board shall not be less than three (3), and shall always be an odd number.

Section 2. Term of Office. Each Director shall serve for one (1) year.

Section 3. Removal/Recall of Directors.

(a) Voting Procedures. Any director may be removed from the Board, with or without cause, by a majority of the total voting interests of the Association pursuant to the procedures contained in Chapter 720, Florida Statutes.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. 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 V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. If appointed, the Nominating Committee shall be appointed by the Board and shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. A new Nominating Committee may be appointed by the Board of Directors prior to each Annual Meeting of the Members and if appointed shall serve from the close of such annual meeting until the close of the following year's annual meeting. If appointed, the Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election of the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular Meetings of the Board of Directors shall be held quarterly at such place and hour as may be fixed from time to time by Resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. All meetings of the Board must be open to all Members except for (i) meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege; or (ii) meetings between the Board and its attorney with respect to meetings held for the purposes of discussing personnel matters. Except as provided below, notices of all Board Meetings must be posted in a conspicuous place in the subdivision at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the subdivision, notice of each Board Meeting must be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency. Notwithstanding this general notice requirement, the Board may provide notice of a schedule of Board Meetings.

An Assessment may not be levied at a Board Meeting unless the notice of the meeting includes a statement that Assessments will be considered at the meeting and the nature of the Assessments. Written notice of any meeting at which Special Assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and parcel owners and posted conspicuously on the property or broadcast on closed circuit cable television not less than fourteen (14) days before the meeting. 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. This subsection also applies to the meetings of any committee or other similar body, including the Architectural Review Board.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Petitions by Members. If twenty percent (20%) of the Members entitled to vote petition the Board to address an item of business, the Board shall at its next regular Board Meeting or at a Special Meeting of the Board, but not later than sixty (60) days after the receipt of the petition, take the petitioned item up on an agenda. The Board shall give all Members written notice of the meeting at which the petitioned item shall be addressed at least fourteen (14) days before the meeting. Each Member shall have the right to speak for at least three (3) minutes on each matter placed on the agenda by petition, provided that the Member signs the sign-up sheet, if one is provided, or submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations;

(b) exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members;

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

(c) as more fully provided in the Declaration, to:

- 1) fix the amount of the Annual Assessment against each Lot in advance of each Annual Assessment period;
- 2) send written notice of each Assessment to every Owner subject thereto in advance of each Annual Assessment period; and

3) foreclose the lien against any property for which Assessments are not paid after the due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause all the Common Property to be maintained;

(h) prepare an annual budget – the budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges for recreational amenities, whether owned by the Association, the Developer, or another entity. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member;

(i) protect all property rights, interests, easements or rights-of-way, or otherwise, which are acquired by or conveyed to the Association, now or hereafter; and

(j) prepare an annual financial report within sixty (60) days after the close of the fiscal year of the Association. The Association shall provide each Member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the Member. Financial reports shall be prepared in accordance with Section 720.303(7), Florida Statutes, as amended from time to time.

(k) Contracts for Products and Services. Any contract that is not to be fully performed within one (1) year after the making thereof for the purchase, lease, or rental of materials or equipment to be used by the Association in accomplishing its obligations hereunder and under the Governing Documents and all contracts for services, shall be in writing.

(l) Competitive Bidding. If a contract for the purchase, lease, or rental of materials or equipment, or for the provision of services, requires payment by the Association that exceeds 10 percent (10%) of the total annual budget of the Association, including reserves, the Association must obtain competitive bids for the materials, equipment, or services; provided, however, the Association shall not be obligated to accept the lowest bid for the materials, equipment or services. This competitive bidding requirement shall not apply to contracts to provide materials, equipment, or services provided to the Association under a local government franchise agreement by a franchise holder; contracts with business entities that are the only source of materials, equipment, or services within the county serving the Association; contracts with employees of the Association; or contracts for attorney, accountant, architect, community association manager, engineering and landscape architect services.

(m) Renewal of Contracts. If a contract was awarded under the competitive bid procedures of this Section, any renewal of that contract, for the same terms as the original contract, is not subject to such competitive bid requirements if the contract contains a provision that allows the Board to cancel the

contract on thirty (30) day's notice.

(n) Management Contract. A contract with a Manager, if made by a competitive bid, may be made for up to three (3) years.

(o) Emergencies. Nothing contained in this Section is intended to limit the ability of the Association to obtain needed products and services in an emergency.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

The following officers of the Association shall at all times be Members of the Board of Directors and shall serve at the pleasure of the Board:

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-president, who shall at all times be Members 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.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice 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.

Section 6. 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.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors, see that Orders and Resolutions to the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

(b) Vice President(s). The Vice President(s) shall act in 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 of Directors.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board of Directors and of the Members, keep appropriate and current records showing the Members of the Association together with their addresses, and shall perform such other duties as may be required by the Board of Directors.

(d) Treasurer. The Treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by Resolution of the Board of Directors, shall sign all checks and promissory notes of the Association along with the President, keep proper books of account, 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.

ARTICLE IX

COMMITTEES

The Association may appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Board may adopt reasonable rules regarding the frequency of inspections. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association Annual, Special, Working and Individual Assessments. If an Owner fails to pay the installment of an Assessment when due, such Assessment shall then become delinquent and the entire balance of the Assessment for the year for which such Assessment was made shall then become immediately due and payable together with interest thereon and cost of collection thereof, and shall thereupon become a continuing lien on the Lot that shall bind such property in the hands of the Owner, his heirs, devisees, personal representatives, and assigns, and shall also be the continuing personal obligation of the Owner against whom the Assessment was levied.

If the Assessment is not paid, the Association may at any time thereafter bring an action to foreclose the lien against the Lot in like manner as a foreclosure of a mortgage on real property and/or a suit on the personal obligation against the Owner. There shall be added to the amount of such Assessment all costs associated with the collection of the Assessment(s), including reasonable attorneys' fees. No Owner may waive or otherwise escape liability for the Assessments provided herein by non-use of the Common Property or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

THE DISTRICT TOWNHOME ASSOCIATION, INC.
a not-for-profit Florida Corporation

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended at a Regular or Special Meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

ELECTRONIC TRANSMISSION OF NOTICES

Notwithstanding anything else herein to the contrary, any notice of meetings of the Board of Directors, committee meetings requiring notice under the Governing Documents, and Annual and Special Meetings of the Members may be given by electronic transmission provided that any such Member receiving the notice by electronic transmission must give prior written consent to receiving notice by electronic transmission, including but not limited to transmission by e-mail. Any such consent may be revoked by written notice provided to the Association by such Member. Notice by electronic transmission shall be deemed delivered on the date it is sent.

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, the Board of Directors of The District Townhome Association, Inc., hereby adopts these Bylaws at a duly held meeting of the Board of Directors on the 21st day of February, 2019.

THE DISTRICT TOWNHOME ASSOCIATION, INC.

By: [Signature]
President
Print Name: Michael V. Grandoff
Address: 6411 Pistol Range Rd Ste 101A
Tampa, FL 33635

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me this 21st day of February 2019 by Michael Grandoff, President of The District Townhome Association, Inc., who:

is personally known to me
 produced a Florida Driver's License as identification
 produced _____ as identification;
and did not take an oath.

Notary Signature: Coleen E. Sparkman

Stamp or Seal: **COLEEN E. SPARKMAN**
Notary Public, State of Florida
My Comm. Expires Nov. 7, 2021
No. GG 152952

ATTEST:

By: [Signature]
Secretary
Print Name: Amber Hartshorn
Address: 6411 Pistol Range Rd
Tampa, FL 33635

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me this 21st day of February 2019 by Amber Hartshorn, Secretary of The District Townhome Association, Inc., who:

is personally known to me
 produced a Florida Driver's License as identification
 produced _____ as identification;
and did not take an oath.

Notary Signature: Coleen E. Sparkman

Stamp or Seal: **COLEEN E. SPARKMAN**
Notary Public, State of Florida
My Comm. Expires Nov. 7, 2021
No. GG 152952