



I.L.E. UTILITIES, INC.

BY-LAWS

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BY-LAWS

OF

ILE UTILITIES, INC.,

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I - NAME AND LOCATION

The name of the corporation is ILE UTILITIES, INC., hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located at Indian Lake Estates, Polk County, Florida, 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

Section 1. "Corporation" shall mean and refer to ILE UTILITIES, INC., its successors and assigns.

Section 2. "Indian Lake Estates" shall mean and refer to all portions of the real property depicted on Exhibit A, attached.

Section 3. "Indian Lake Estates, Inc." shall mean and refer to that not-for-profit corporation, existing under the laws of the State of Florida, charged by law and its Articles of Incorporation with the day-to-day management of Indian Lake Estates.

Section 4. "Member" shall mean any individual, corporation, partnership, limited liability company, or other legal entity who:

(a) owns a legal or beneficial interest in real property at Indian Lake Estates (as demonstrated by a copy of the recorded instrument creating

such interest or the records of the Polk County Clerk of the Circuit Court); and

(b) receives services offered by the Corporation; and

(c) has paid all charges assessed by the Corporation for provision of those services, including any connect or “hook-up” charges, periodic billings for services received, late fees or other penalties allowed by the Articles of Incorporation, these or subsequent By-Laws, and/or by law, and any other fee, charge or assessment allowed by the Articles of Incorporation, these or amended or subsequent By-Laws, and/or by law; and

(d) has completed, executed, and delivered any membership application required by the Corporation to the Secretary of the Corporation at least ten (10) days before any scheduled meeting of the Members. That application shall remain in effect until the individual or entity no longer owns a legal or beneficial interest in real property at Indian Lake Estates or no longer receives services offered by the Corporation.

(e) A Member who has complied with Section 4 (a), (b), (c) and (d) shall be considered in good standing.

Section 5. “Voter” or "Voting Member", in the singular or plural, shall mean Indian Lake Estates, Inc., so long as that corporation is in good legal standing with the State of Florida and as long as that corporation owns a legal or beneficial interest in real property in Indian Lake Estates, receives services offered by the Corporation, and is otherwise a Member in good standing.

Section 6. "Fiscal Year" shall mean November 1 through October 31.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. *Meetings.* The Annual Meeting or any special meetings of the Members shall be held at the time and place designated by a majority of the Voting Members of the Corporation. Business to be transacted at the annual meeting shall include the election of Directors of the Corporation.

Section 2. *Quorum.* A majority of Voting Members, represented in person or by proxy, shall constitute quorum at a meeting of Members. If a quorum is present, the affirmative vote of the majority of the Voting Members on the subject matter of the vote shall be the act of the Members unless otherwise provided by law. If a quorum shall not be present or represented at any meeting, the Board of Directors shall have power to adjourn the meeting to another place and time and such adjourned meeting shall be held with such notice as the Board of Directors deems appropriate, until a quorum as aforesaid shall be present.

Section 3. *Order of Business at Meetings of Members.* The meetings of Members shall be conducted in accordance with the most recent edition of Robert's Rules of Order. The Board of Directors shall have the authority to conduct the meetings of Members in any reasonable and orderly fashion it desires, subject to the rules set forth in the most current edition of Robert's Rules of Order.

Section 4. *Action by Members Without a Meeting.* Any action required by law, the Articles of Incorporation, or these By-Laws of this Corporation to be taken at any annual or special meeting of Members of the Corporation, or any action which may be taken at an annual or special Meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all Voting Members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. *Function.* All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors of this Corporation shall have the power to promulgate necessary and proper rules and procedures governing the conduct of the business of the Corporation. The Board of Directors shall have the power to set all fees it deems proper, including hook-up fees, late fees, or other service fees, as well as the power to set rates for its services.

Section 2. *Number.* The affairs of this Corporation shall be managed by a Board of seven (7) Directors. The number of Directors may be increased or decreased from time to time by amendment to these By-Laws, but shall never be less than one (1).

Section 3. *Term of Office.* The term of office for each director shall be one (1) year.

Section 4. *Eligibility.* Only those persons who are Members in good standing of Indian Lake Estates, Inc., and who reside in Indian Lake Estates for a minimum of ten (10) months per year shall be eligible to serve on the Board of Directors. No person who is a paid employee of the Corporation, a paid employee of Indian Lake Estates, Inc. or a lessee of property owned by the Corporation or by Indian Lake Estates, Inc. shall be eligible to serve on the Board of Directors. Upon request, any person seeking a seat on the Board of Directors shall present a certified copy of the recorded instrument demonstrating his or her ownership of property in Indian Lake Estates.

Section 5. *Removal.* Any member of the Board of Directors may be removed from office with or without cause by the vote or by the agreement in writing of a majority of all votes of the Voting Members.

Section 6. *Resignation.*

(a) A director may resign at any time by delivering written notice to the Board of Directors or the President.

(b) A resignation is effective when the notice is delivered.

Section 7. *Vacancy on Board.* Any vacancy occurring on the Board of Directors, other than the vacancy caused by the removal of a director by the Voting Members at a meeting, may be filled by the affirmative vote at a special meeting called for that purpose or by the agreement in writing of the majority of the Voting Members.

Section 8. *Compensation.* No director shall receive compensation for any service he or she may render to the Corporation. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 9. *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 unanimous written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 10. *Duties of Directors.* A director shall perform his or her duties as a director, including as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports or

statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which a director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which he or she does not serve, duly designated in accordance with a provision in the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted. A person who performs his or her duties in compliance with this section shall have no liability by reason of being or having been a director of this Corporation.

Section 11. *Presumption of Assent.* A director of the Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken is presumed to have assented thereto unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 12. *Director Conflict of Interest.* No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more the directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a

committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee or the Members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. *Voting Procedure.* The Board of Directors shall be elected by written ballot. Only Voting Members may nominate persons desiring to be elected as directors of the Corporation. The Voting Members shall have the authority to establish all procedures related to nominations of those persons desiring to be elected as directors of the Corporation.

Section 2. *Elections.* Elections shall be held immediately before the Annual Meeting of the Members. The elections shall be by written ballot and by plurality of the votes cast, each Voter being entitled to cast his, her or its vote for each of as many nominees as there are vacancies to be filled (there shall be no cumulative voting). No minimum number of votes is necessary for election to the Board of Directors

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. *Meetings.* Regular or special meetings of the Board of Directors shall be held without notice on those dates appointed by the Board of Directors.

Section 2. *Executive Sessions.* Executive Sessions of the Board of Directors may be called by the President of the Corporation for the purpose of discussing private or sensitive matters. All board members shall be notified. Only Directors and those persons invited by the Board of Directors shall be permitted to attend Executive Sessions.

Section 3. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Directors may not act through proxy. A director shall be deemed present if he or she participates in a regular or special meeting by any means of communication by which all directors participating may simultaneously hear each other during the meeting. 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. *Order of Business.* The meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order. The Board of Directors shall have the authority to conduct the meetings of directors in any reasonable and orderly fashion it desires, subject to

the rules set forth in the most current edition of Robert's Rules of Order.

Section 5. *Action Without a Meeting.* Any action required to be taken at a meeting of the Board of Directors of the Corporation, or 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 to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

ARTICLE VII - DUTIES OF BOARD OF DIRECTORS

Section 1. *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; and

(b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. *Enumeration of Offices.* The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. *Nomination and Election of Officers.* The nomination and election of officers shall take place at an Executive Session of the Board of Directors called by the outgoing President and occurring not less than five (5) days nor more than ten (10) days after the election of directors at the Annual Meeting of the Members.

Section 3. *Term.* The officers of this Corporation shall be elected annually by the Board of Directors 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. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at anytime giving written notice to the Board of Directors, 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 herein, the acceptance of such resignation shall not be necessary to make it effective.

Section 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 annual term of the officer he or she 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 of any of the other offices.

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

PRESIDENT - The president shall preside at all meetings of the Members and Board of Directors; shall see that Orders and resolutions of the Board of Directors are carried out; shall be authorized to sign leases, mortgages, deeds and other written instruments and shall sign all promissory notes as directed by the Board of Directors.

VICE PRESIDENT - The vice president shall act in the place and instead of the president in the event of his or her absence, inability

or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

SECRETARY - The secretary, or his or her designee, shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; post all minutes except Executive Session minutes on official bulletin boards; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board of Directors.

TREASURER - The treasurer, or his or her designee, shall receive and deposit, in accordance with FDIC limits, in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; may sign checks of the Corporation; checks above an amount established by the board shall require 2 authorized signatures; keep proper books of account; cause an annual audit (which may be certified at the discretion of the Board of Directors) of the Corporation books to be made by a public accountant at the completion of each Fiscal Year, which shall run from November 1 through October 31 of each year, and shall 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 Voting Members.

ARTICLE IX - BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours and upon reasonable notice, be subject

to inspection by any Member. The Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost and upon reasonable notice.

ARTICLE X- CORPORATE SEAL

The Corporation shall have a seal in circular form with the name of the Corporation in the outer circle and “Incorporated 1996 Florida” in the inner circle, and the seal impressed on the margin hereof is hereby adopted as the Corporate Seal of this Corporation.

ARTICLE XI-AMENDMENTS

These By-Laws may be repealed or amended, and new By-Laws may be adopted, only by the Voting Members.

Secretary