FLORILOW INC. BY-LAWS

MARCH , 2023

These By-Laws are in strict conformity with the Florida Corporation Laws and nothing in the By-Laws is contrary to any provision of Articles of Incorporation.

ARTICLE I: PURPOSE

Section 1. Florilow, Inc. shall exist for the purpose of owning and operating an adult (55 years old and older) campground/mobile home park for the benefit of the Shareholders.

Section 2. The office of the Corporation shall be located at Florilow Oaks Campground and Mobile Home Park.

ARTICLE II: SHAREHOLDERS

Section 1. A person living a singles lifestyle may be invited by the Board of Directors to purchase a minimum of seven (7) Shares in the Corporation and select an available site in Florilow Oaks Campground and Mobile Home Park.

a. Site(s) may be selected for assignment in accordance with rules established by the Board of Directors, subject to approval by a majority of the Shareholders, and will be for his/her use as it is used in compliance with Park Regulations and the maintenance fees are paid. Only the President of the Board of Directors and/or Park Manager may rent or reassign a Shareholder's site.

b. Maintenance fees are due March 1 of each year, and after five (5) days begin to accumulate delinquent penalties.

Section 2. A Shareholder shall dispose of his/her Shares by offering to sell them to the Corporation. Shares not purchased by the Corporation must be offered to existing Shareholders for 15 days. Seller shall inform the Corporation of intention to sell to qualified non-shareholders. The Corporation may pay in cash, or may execute a promissory note bearing the highest rate of interest that is legal by the State of Florida.

Section 3. The annual meeting of the Shareholders for the election of Directors shall be held at Florilow Oaks the first week in March. At least 30 days notification of the meeting and a proxy will be sent to Absentee Shareholders by the Secretary.

ARTICLE III: BOARD OF DIRECTORS

Section 1. The control and management of the corporation and Florilow Oaks Campground/Mobile Home Park shall be vested in the Board of Directors who shall pass on all matters pertaining to the executive operation of the Corporation and/or Florilow Oaks Campground/Mobile Home Park, pass on eligibility of the applicants to buy shares, hear all grievances, review all accounts, approve all expenditures and contracts and make recommendations to the shareholders on matters of policy.

Section 2. The Board of Directors shall consist of nine members and a quorum will consist of five members. At least 2/3 of the members of the Board must be Shareholders. Three members will be elected by the Shareholders each year, and each elected member will serve for three years. The nominee receiving the next highest number of votes will serve as alternate. If any elected member is unable to complete his/her three years, the Board will appoint a replacement to serve until the next election.

Section 3. In December of each year the President shall appoint a nominating committee to obtain more than four Shareholders/Lessees to replace the alternate and directors whose terms have expired and to fill unexpired terms.

a. Nominees must be a shareholder/lessee for a period of at least six months prior to the Annual Shareholders meeting.

b. Nominees must be financially current and in compliance with the By-Laws of the Corporation.

Section 4. The Board shall take office immediately after the Shareholders' meeting in March and shall elect a President, Vice President, Secretary and Treasurer and other officers as needed.

a. The candidate for President of the Board of Directors must have been a member of the Board of Directors for at least one year.

Section 5. The regular Board meeting will take place the second week of each month, October through April, the time and place to be posted. Residents may attend meetings without voting and may speak only if acknowledged by the President.

Section 6. The President shall be the Chief Executive Officer of the Corporation, subject to the election and authority of the Board of Directors.

He/She shall:

1. Supervise and control the business, property and affairs of the Corporation.
2. Preside at meetings of the Board of Directors and of the Shareholders.
3. Appoint committees as needed that may include non-Shareholders and/or Consultants.
4. Execute Certificates of Shares in the Corporation.
5. Execute contracts or other documents as authorized by the Board of Directors.
6. Submit a written report at the annual meeting showing accomplishments, recommendations, and other matters of interest for his/her tenn of office.
7. The Past President may serve as ex officio on the Board.

The Board of Directors may delegate any of the above responsibilities to another officer or agent of the Corporation in compliance with the By-Laws.

Section 7. The Vice President shall perfonn the duties and exercise the power delegated to him/her by the Board of Directors. In the absence of the President, the Vice President (or in the case of more than one Vice President, then in order of seniority) shall perform the duties and exercise the power of the President.

Section 8. The Secretary shall give all notices in the manner required by the By-Laws of the Corporation and shall keep a list of the addresses of the Shareholders.

1. Take minutes of Board meetings and post a summary on the Bulletin Board.
2. Minutes must be filed permanently in the official book in the office where it is available to all Shareholders.
3. Post notices in advance of all Board and Shareholders' meetings.
4. Perform all duties pertaining to the Office of the Secretary.
   If the Secretary is absent or not able to perform said duties, the President may appoint a member as a temporary secretary.

Section 9. The Treasurer shall be bonded and shall:

1. Oversee control and custody of the funds and securities of the Corporation.
2. Oversee the keeping of accurate accounts of receipts and disbursements of the Corporation books and records.
3. Oversee the deposit of all monies of the Corporation in such depositories as the Board may designate.
4. Report to the Board the Corporation's financial condition.
5. Provide financial statements for the monthly Board meetings and Annual Shareholders' meetings.
   If unable to perform the duties of the office, the President may designate a temporary replacement.

Section 10. The Park Manager will be hired by and responsible to the Board. The Park Manager will be licensed by the State of Florida and in accordance with Florida Statues shall not be a member of the Board of Directors, as this would constitute a conflict of interest. Duties shall include but not be limited to:

1. Attend Board meetings without a vote.
2. Assign rental spaces.
3. Keep accurate records of all income and expenses.
4. Enforce all rules and regulations.
5. Take care of all matters to assist in the effective operation of Florilow Oaks.

Section 11. Directors shall assist in any way requested by the Board or President in the smooth operation of the Corporation.

a. Alternates shall attend all meetings and keep abreast of the issues. An Alternate director has no legal status and therefore none of the power, duties, or responsibilities of an ordinary director. The Alternate Board Member can be appointed as a replacement for a Board member in the event that the existing Board Member is unable to complete their term. At that time, the Alternate Board Member is granted all the powers, duties, or responsibilities of an ordinary director.

Section 12. An officer may be removed, when, in the judgment of five Directors, the best interests of the Corporation will be served by such removal.

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ARTICLE IV: AMENDMENTS

To amend these By-Laws they must be presented to the Shareholders 30 days prior to the vote. Amendment will be by two-thirds (2/3) majority vote of the Shareholders pursuant to the Articles of Incorporation.

a. To be considered for adoption amendments may originate from the Board of Directors.
b. To be considered for adoption, amendments may originate from a document signed by no less than ten (10) shareholders and presented to the President of the Board of Directors.
c. No amendments should be considered unless they are presented to the Board of Directors in written form 45 days prior to the meeting where they are to be voted on.

ARTICLE V: BANK ACCOUNTS

All financial accounts are to be in the name of Florilow Inc. and require the signature of the Treasurer or other person(s) authorized by the Board of Directors.

ARTICLE VI: REFERENCE MANUAL

Robert's Rules of Parliamentary Procedures will be used as the reference manual for the conduct of all meetings.

These By-Laws passed by the Shareholders on March 7, 2000 and amended on March 6, 2012 as well as amended on March 5, 2002 are a revision that was passed on March 7, 1994, March 2, 1989, and April 2, 1985 By-Laws, and replace any and all previous By-Laws. These By-Laws were also amended in March, 2023.