

BYLAWS OF
TUSKAWILLA SPRINGS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Association is TUSKAWILLA SPRINGS HOMEOWNERS' ASSOCIATION, INC. ("Association"). The principal office of the Association is located at 377 Maitland Avenue, Altamonte Springs, Florida 32701, but meetings of Members and directors may be held at such places within Florida as may be designated by the Board of Directors of the Association.

ARTICLE II

DEFINITIONS

The capitalized terms used in these Bylaws shall have the same definitions as are given to such terms in the Declaration of Covenants, Conditions and Restrictions encumbering the real property described as Lake Tuskawilla, Phase I, according to the plat thereof recorded in Plat Book 34, at Pages 69-70, Public Records of Seminole County, Florida, and executed and recorded in connection with the creation of the Association.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Until the Class A Members, as defined below, hold a majority of voting control, no annual meeting of Members shall be held unless called by the Board of Directors. At such time as the Class A Members hold a majority of voting control, the first annual meeting of the Members shall be held prior to December 31 of the year in which such majority control is obtained by the Class A Members. Each subsequent regular annual meeting of the Members shall be held during the same month as the preceding annual meeting, on a day and at a time and place determined by the Board of Directors. The date of the annual meeting may be changed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president, the Board of Directors, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all of the votes of the Association irrespective of the Class of Membership.

Section 3. Notice of Meetings. Except as required by any term of the Declaration or Articles, 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, either by delivering a copy of the notice to the home of each Member entitled to vote or by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association or supplied by the Member to the Association for the purpose of notice. The 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 any meeting of Members, in person or by proxy, of Members entitled to cast one-third (1/3) of the total number of votes of the Association (without regard to class of membership) shall constitute a quorum for any action. If, however, a quorum is not present or represented at a meeting, the Members entitled to vote may adjourn the meeting from time to time, without notice other than announcement at the meeting, and, after not less than five days' written notice to the Members (unless longer notice is specifically required), may call for a subsequent meeting. Nothing herein contained is intended to prohibit the declining quorum requirements set forth in the Declaration or Articles of Incorporation.

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 prior to the first meeting for which the proxy is given. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Residential Unit giving rise to his membership.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a board of not less than three (3) nor more than nine (9) directors. The initial board shall be comprised of three (3) directors. The number of members may be increased from time to time by the Board to a maximum of nine (9) members; provided, however, the established number of Board members shall always be an odd number.

Section 2. Term of Office. As provided in the Articles, the Members shall elect the directors for staggered terms of three (3) years each.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the Members without regard to Class. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

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

Section 5. Action Taken Without a Meeting. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holdings of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Associations' records and made a part of the minutes of the meeting.

ARTICLE V

ELECTION OF DIRECTORS: NOMINATION COMMITTEE; ELECTION COMMITTEE

Section 1. Election. During the time the Declarant holds voting control of the Association, Declarant shall elect the Board of Directors on an annual basis. Thereafter, election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to the Properties. The names receiving the largest number of votes (without regard to Class) for each vacancy shall be elected.

Section 2. Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.

Section 3. Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual

meeting and such appointment shall be announced at each such annual meeting.

Section 4. Duties of Nominating Committee. 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. Such nominations may be made from among Members or officers, directors or agents of Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to Members.

Section 5. Ballots. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for each such vacancy; and (c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

Section 6. Number of Ballots.

(a) Classes A and B. Each Class shall receive as many ballots as he has votes. Notwithstanding that a said Member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that, because of the verification procedures, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the Member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be returned to the Secretary at the address of the Association.

Section 7. Election Committee; Counting of Ballots. Upon receipt of each return, the Secretary shall immediately place it

*Amended
6/19/90*

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~~in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:~~

~~(a) establish that external envelopes were not previously opened or tampered with in any way; and~~

~~(b) provide for the opening of the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and~~

~~(c) that the signature of the Member or his proxy on the outside envelope is genuine; and~~

~~(d) if the vote is by proxy, that a proxy has been filed with the Secretary as provided in Article III, Section 5, and that such proxy is valid.~~

~~Such procedure shall be taken in such manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee.~~

~~The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.~~

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice at such place and hour as may be fixed from time to time by resolution of the Board. If the day for such meeting is a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

*Amended
6/19/90*

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 at a meeting which is duly called and held at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations and establish penalties for the infraction of the rules and regulations;

(b) to appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Directors of the Association in any capacity whatsoever;

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

(d) 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;

(e) employ and prescribe the duties of a manager, independent contractors, or such other employees as the Board deems appropriate;

(f) appoint and prescribe the duties of an Architectural Review Board in accordance with the Declaration and such other committees as the Board deems appropriate.

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 Association affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to establish, levy and assess, and collect the assessments or charges referred to in Article V of the Declaration.

(d) issue, or to 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 such a certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of payment;

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

(f) cause the Common Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary/treasurer and a vice president.

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. Each officer of the Association shall be elected annually by the Board and shall hold office for one year unless he shall sooner resign or 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 upon 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 the vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any person may simultaneously hold more than one office.

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 of the Board are carried out; sign all leases, notes, mortgages, deeds and other written instruments; and perform such other duties as may be required by the Board.

(b) Secretary/Treasurer. The Secretary/Treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring a seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as may be required by the Board. The Secretary/Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse the funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board; sign all checks and co-sign all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meetings and deliver a copy of each to the Members. The duties of the Treasurer may be delegated to a management agent, subject to the continuing oversight and direction of the Treasurer.

(c) Vice President. The Vice President shall attend all meetings and assist the President to see that all resolutions are carried out and perform such other duties as the board may deem necessary.

ARTICLE IX

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 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 X

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property of the Member against which the assessment is made. Any assessments that are not paid when due shall be delinquent. If an assessment is not paid within thirty days after it is due, the Owner shall be required to pay such late charge as shall be imposed by the Association, and the unpaid assessment shall bear interest from the date of delinquency at the rate established by the Association, and the Association may bring suit against the Owner personally obligated to pay the assessment, foreclose the lien against the property, or both. Interest, late charges, lien fees, costs and reasonable attorneys' fees of any suit or foreclosure or both, including all such costs and fees which may be incurred in negotiation, at trial or on appeal, shall be added to the amount of the assessment. No Owner may avoid liability for the assessments by the waiver, nonuse, abandonment or surrender of a Residential Unit or of the easements of use and enjoyment in the Common Property.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "TUSKAWILLA SPRINGS HOMEOWNERS' ASSOCIATION, INC. - corporation not for profit" and the year of incorporation.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws may be amended, altered or rescinded at a regular or special meeting of the Board of Directors by a vote of two-thirds (2/3) of the Members of the Board.

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

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the TUSKAWILLA SPRINGS HOMEOWNERS' ASSOCIATION, INC., have signed these Bylaws on FEBRUARY 21, 1986.



Samuel L. Katanich



Charles Edmunds



Rick Q. Thomas

**FIRST AMENDMENT TO BY-LAWS OF
TUSCAWILLA SPRINGS HOMEOWNERS ASSOCIATION, INC.**

At a special meeting of the Board of Directors of Tuscowilla Springs Homeowners Association, Inc. held on June 19, 1990, and in accordance with Article XII of the By-Laws of the Homeowners Association, the Board of Directors unanimously adopted an amendment to Article V of the By-Laws, deleting present Sections 4, 5, 6 and 7, and substituting the following language therefor:

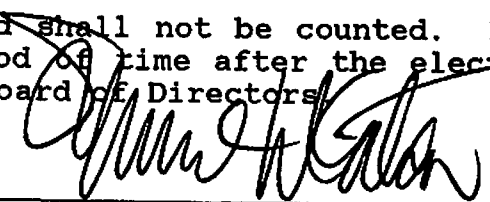
Section 4. Duties of Nominating Committee. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or officers, directors or agents of Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations from the Nominating Committee shall be distributed to the members in advance of the meeting at which the election will take place. Nominations may also be received from the floor at the time of the meeting. Members of the Election Committee, as described in Section 7 herein, shall not be nominated for election to the Board of Directors.

Section 5. Ballots. All elections to the Board of Directors shall be made on written ballot which shall be distributed to the members at the time of the meeting at which an election will take place. The written ballot shall describe the vacancies to be filled; set forth the names of those nominated by the Nominating Committee for each such vacancy; and contain a space for names nominated from the floor at the meeting at which the election will take place.


Section 6. Number of Ballots. Each class member shall receive as many ballots as he has votes. Notwithstanding that a said member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy to be filled. The ballots shall be distributed at the time of the meeting at which directors will be elected, shall be voted in secret, and shall be returned to the Secretary and the Election Committee present at the meeting for counting.

Section 7. Duties of Election Committee; Counting of Ballots. Upon return of the completed ballots at the meeting, the Secretary and the Election Committee members present at the meeting shall tabulate the votes as indicated by the ballots. If any ballot is filled out pursuant to an improper procedure, such

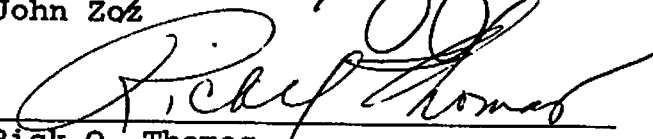
ballot shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors



Samuel L. Katanich



John Zoz



Rick Q. Thomas

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