

BY-LAWS
OF CALOOSA LAKES
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I
Name and Location

The name of the corporation is CALOOSA LAKES PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." 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

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration of Covenants and Restrictions for Caloosa Lakes ("Declaration").

ARTICLE III
Meeting of Members

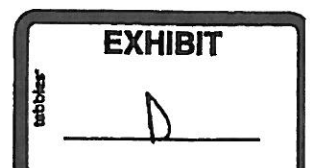
Section 1. Annual Meetings. All annual and special meetings of the Association shall be held in Hillsborough County, Florida, or at such other place as may be permitted by law and from time to time as fixed by the Board of Directors, hereinafter referred to as the "Board", and designated in the notices of meetings.

Section 2. Notice of Annual Meetings. Annual meetings of the members of the Association shall be held in the fourth quarter of each fiscal year. Notice of the meeting, which shall include an agenda, shall be hand delivered or sent by first class mail to each member listed in the membership book of the Association at the address shown therein, ("Member of Record") at least fourteen (14) and no more than sixty (60) days prior thereto. The secretary shall obtain and retain a written receipt of delivery or the post office certificate of mailing as proof that the notice was delivered or mailed.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, whether or not specifically required by these By-Laws, the Articles of Incorporation, or the Declaration may be called by the president, secretary, a majority of the Board, or by the members having one-tenth (1/10) of the votes of the Class A membership.

Section 4. Notice of Special Meetings. No business shall be transacted at any special meeting except as stated in the notice thereof. Notice of all special meetings shall be given by the secretary to Members of Record, or if the secretary shall fail to do so, by the president or Board, not less than thirty (30) nor more than sixty (60) days prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices deposited in the United States mail, postage pre-paid within the prescribed time or, in lieu of mailing, delivered by hand to the members, shall suffice. The Secretary shall obtain and retain a written receipt of delivery

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of the post office certificate of mailing as proof that the notice was delivered or mailed.

Section 5. Quorum. Members present in person or represented by proxy, entitled to cast at least one-third (1/3) of the votes of all members of the Association shall constitute a quorum.

Section 6. Action Taken at Meeting. When a quorum is present at any meeting, a majority of the votes duly cast by the members present at the meeting or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control. If any meeting of members cannot be organized because a quorum is not present, the meeting may be adjourned by a majority of the members present in person, until a quorum is present.

Section 7. Order of Business. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the members with the notice of each meeting.

Section 8. Action Without Meeting. Any action which may be taken by the membership pursuant to a duly called meeting, may be taken without a meeting provided that: a proposal of action to be taken by the members is mailed to every member of the Association together with a request for approval or disapproval; and, the members responding to the proposal ("Responding Members") hold at least one-third (1/3) of the votes of all members of the Association. A proposed action may be approved by a majority of the votes attributable to the Responding Members unless the proposed action is one which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case the express provision as it pertains to voting percentages shall govern and control.

Section 9. Voting. The Association has two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members are all Homeowners except Developer. The Class B members shall be the Developer. Upon termination of Class B membership, as provided by the Declaration, Class A members are all Homeowners, including Developer so long as such Developer is a Homeowner. Subject to the provisions of the following paragraph all members, Class A or Class B, are entitled to cast one vote for each Lot owned; but, as provided in the Association's Articles, the Class B members are entitled to elect the Association's directors until termination of Class B membership.

If more than one person owns an interest in any Lot, all such persons are members; but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held in a tenancy, either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing.

Section 10. Presiding Officers. At each meeting of the members, the president, or in his absence the vice president, shall preside and the secretary or in his absence the assistant secretary, shall be the secretary for the meeting.

ARTICLE IV Directors

Section 1. Board of Directors. The affairs of the Association shall be managed by a board of three (3) directors. A director must be a member except that the directors elected by the Class B members need not be members and may be the officers and/or employees of the Developer.

Section 2. Election of Directors.

(a) Election of directors shall be held at the annual members' meeting.

(b) The election of directors to be elected by the Class A members shall be by ballot (unless dispensed by the unanimous vote consent of those members eligible to vote in person or proxy) and shall be determined by a plurality of the Class A votes cast. There shall be no cumulative voting.

(c) Except as to vacancies provided by removal of directors by members, all vacancies in the Board of Directors occurring between annual meetings of members, including vacancies created by increasing the size of the Board, shall be filled by the vote of a majority of the remaining directors.

(d) Any directors elected by Class A members may be removed by concurrence of two-thirds of the votes of the Class A members at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

(e) Notwithstanding the foregoing, the Board of Directors shall be elected solely by Class B members as long as there are Class B members with the exception that in the sole discretion of the Class B members, one director may be elected by the Class A members after 50% of the Lots have been conveyed to Class A members.

Section 3. Term of Office. The term of each director's service shall be one year and until his successor is duly elected and qualified or until he is removed in the manner provided elsewhere herein.

Section 4. First Board of Directors. In accordance with the Articles of Incorporation, the Board of Directors appointed and named in said Articles of Incorporation (and their successors appointed by the Developer) shall serve at least until Class A members are entitled to elect one or more of the directors.

Section 5. Annual Meetings. The annual meeting of the Board of Directors may be held at such time and place as shall be determined by the directors, except that such annual directors' meeting shall be held as soon as practicable following the annual members' meeting. If held at any time other than immediately following the annual members' meeting, there shall be three (3) days notice given by the President personally

or by mail, telephone or telegraph, which notice shall state the time and place of the meeting.

Section 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 two-thirds of the directors. Not less than three 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.

Section 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. Attendance at a meeting shall constitute a waiver of notice.

Section 8. Quorum and Voting. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of directors shall constitute the acts of the Board of Directors except when approval by a greater number of directors is required by the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

Section 9. Adjourned Meetings. If at any meeting of the Board of Directors there shall 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 that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. Joinder in Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

Section 11. Presiding Officer and Secretary for Meetings. The presiding officer of the directors' meetings shall be the chairman of the Board if such an officer has been elected; and if none, the president shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside. The secretary of the Association shall be the secretary for meetings of the directors, unless absent, in which case the directors shall designate one of their members to act as secretary for the meeting.

Section 12. Compensation. No director shall receive compensation for any service he may render to the Association as director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, and this provision shall not preclude a person who is also a director to receive compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than director.

Section 13. Committees. The Board may from time to time appoint such committees and delegate such duties and powers thereto as it may deem advisable.

Section 14. Attendance by Telephone. Any member or members of the Board of Directors shall be deemed present and voting at a meeting of such Board if said member or members participate in the meeting by means of a conference

telephone or similar communications equipment or device enabling all persons participating in the meeting to hear each other.

Section 15. Action Without Meeting. Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent to the action signed by all the members of the Board is filed with the minutes of the proceedings of the Board.

Section 16. Powers. The Board of Directors shall have the powers set forth in the Declaration and the Florida Not-For-Profit Corporation Act, including but not limited to the following:

(a) adopt and promulgate rules and regulations governing the Subdivision or contemplated by the Declaration, and to establish penalties for the infraction thereof (a rule shall be deemed promulgated when a copy thereof is furnished to each Class A member in person or mailed to each such member at the address on the records of the Association);

(b) suspend the voting rights and other rights 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 a period not to exceed 60 days for infraction of promulgated rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration, including the establishment of the assessments provided for in the Declaration; and

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

Section 17. 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 an oral or written 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 to see that their duties are properly performed;

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

(1) fix the amount of the assessment against each Lot;

(2) exercise the duties of the Board as set forth in the Declaration and enforce the restrictions and covenants contained therein, and

(3) take appropriate and timely action against members whose assessments are in default.

(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 these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) cause all officers or employees having fiscal responsibilities to be bonded, if such bonding may be deemed appropriate;

(f) perform such other acts as may be required of a Board of Directors under the Florida Not-For-Profit Corporation Act.

ARTICLE V Officers

Section 1. First Officers. In accordance with the Articles of Incorporation, the first officers of the Association named and appointed in such Articles of Incorporation shall serve until their qualified successors are elected by the Board of Directors.

Section 2. Executive Officers. 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-secretary and other officers as shall be elected by the Board. Except as provided in Section 1 of this Article, such officers shall be elected annually by the Board of Directors. Officers need not be Lot owners and the officers and employees of the Developer may be officers of the Association. The Board of Directors from time to time may elect such assistant or other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. Each officer shall serve until a qualified successor is elected by the Board. The Board by a two-thirds affirmative vote may from time to time remove an officer with or without cause and fill such vacancy so created.

Section 3. President. The president shall be the chief executive officer of the Association. He shall have all of the powers and duties that 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 in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

Section 4. Vice-President. The vice-president, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. He also shall assist the president generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

Section 5. Secretary. The secretary shall keep the minutes of all proceedings of the directors and members. He shall attend to the giving and serving of all notices to the members and directors and others that are required by law. He shall have custody of the seal of the Association and affix it to any instruments requiring a seal when duly signed. He shall keep the records of the Association including the membership book, except those of the treasurer unless the secretary is also the treasurer of the Association. The secretary shall perform all other duties incident to the office of secretary of a corporation and as may be required by the Board of Directors or the

President. Any assistant secretary elected shall perform the duties of the secretary when the secretary is absent.

Section 6. 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 he shall perform all other duties usually incident to the office of treasurer.

Section 7. Compensation. No officer shall receive any compensation by reason of his office, provided, however, that nothing herein shall preclude the Board of Directors from employing an officer as an employee of the Association or preclude the contracting with an officer for management services.

ARTICLE VI Fiscal Management

Section 1. Depositories. All funds of the Association shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Association by such person or persons as the Board of Directors may from time to time designate.

Section 2. Contracts, Etc. Except as otherwise specifically provided by these By-Laws, all contracts, agreements, deeds, bonds, mortgages and other obligations and the instruments shall be signed on behalf of the Association by the president or by such other officer, officers, agent or agents as the Board of Directors may from time to time by resolution provide.

Section 3. Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. Such budget shall be adopted prior to, and a copy shall be distributed at, the annual members' meeting next preceding the fiscal year for which the budget shall apply.

Section 4. Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association certain assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, or such other rate as may be, from time to time established by the Board, and the Association may bring an action at law against the Homeowner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Homeowner may waive or otherwise escape liability for the assessments provided for herein.

Section 5. General Assessment. The Board of Directors shall adopt the General Assessment as provided for in the Declaration. The initial level of the assessment until changed by action of the Board shall be \$ -0- per Lot per month. The

adoption of these By-Laws is action of the Board of Directors to fix and establish the assessment at \$ -0- per Lot per month.

Section 6. Special Assessments. As contemplated by the Declaration, special assessments may be adopted by the Association to meet expenses which exceed the budget adopted by the Board of Directors. Such special assessments shall be adopted and levied upon approval of a majority of the votes cast by the members present at a special meeting called for that purpose.

Section 7. Budget Review by Members. If the Board adopted General Assessment against the Lots in any fiscal year exceeds one hundred fifteen percent (115%) of the General Assessments for the preceding fiscal year, upon written application of ten percent (10%) of the Homeowners to the Board, a special meeting of the membership shall be called within thirty (30) days upon not less than ten (10) days' written notice to each Homeowner. At the special meeting, Homeowners shall consider and may enact a budget and General Assessment. The adoption of the budget and General Assessment by the Homeowners shall require a majority of the votes cast at such meeting.

If no new budget and General Assessment are adopted by the Homeowners at such special meeting, then the budget and General Assessment adopted by the Board under Sections 3 and 5 of this Article VI shall stand and constitute the valid budget and General Assessment of the Association.

Section 8. Financial Report. The Treasurer of the Association shall report the financial status of the Association to the members sixty (60) days following end of the fiscal year.

ARTICLE VII Amendments

Section 1. These By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

Notwithstanding anything herein to the contrary, no amendment to the By-Laws shall be valid which:

(a) affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Subdivision; and

(b) makes any material change to these By-Laws without the prior written approval of the First Mortgagees of the Lots representing at least fifty-one percent (51%) of the votes of the Association and sixty-seven percent (67%) of the Class A and Class B members. For purposes of this Article, a "material change" to these By-Laws shall be deemed any change concerning:

(1) voting rights;

- (2) assessments, assessment liens, or subordination of assessment liens;
- (3) reserves for maintenance, repair and replacement of Common Properties;
- (4) responsibility for maintenance and repairs;
- (5) reallocation of interest in the general or limited Common Properties, or rights to their use;
- (6) boundaries of any Lot;
- (7) convertibility of Lots into Common Properties or vice versa;
- (8) expansion or contraction of the Project, or the addition, annexation or withdrawal of property to or from the Project;
- (9) insurance or fidelity bonds;
- (10) leasing of Lots;
- (11) imposition of any restrictions on an Owner's right to sell or transfer his or her Unit or Lot; or
- (12) any provisions which expressly benefit First Mortgagees, Insurers or Guarantors.

ARTICLE VIII
Miscellaneous

Section 1. The fiscal year of the Association shall be the calendar year.

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