

Prepared By and Return To:
Robert L. Tankel, Esquire
Becker & Pollakoff, P.A.
33 N. Garden Avenue, Suite 960
Clearwater Tower
Clearwater, FL 34615-4116

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

OFF. REC. 7924PG 565

**CERTIFICATE OF AMENDMENT
TO THE BY-LAWS OF CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached amendment to the By-Laws of Carrollwood Village Phase II, which By-Laws are recorded in Book 7375 at Page 1802 of the Official Records of Hillsborough County, Florida, was duly approved in the manner required by the By-Laws, at a duly noticed meeting of the Board at which a quorum was present, held on June 20, 1995.

IN WITNESS WHEREOF, we have affixed our hands this 14TH day of AUGUST, 1995, at ~~Pinellas~~ Hillsborough County, Florida.

**CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.**

Witnesses:

Signature

Printed Name

Signature

Printed Name

(SEAL)

By:

Curtis Mackey, President

Attest:

Bonnie French, Secretary

STATE OF FLORIDA
COUNTY OF ~~PINELLAS~~ HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ~~Curtis Mackey~~ ^{Douglas Cornell} and Bonnie French, to me known to be the President and Secretary, respectively, of Carrollwood Village Phase II, and they jointly and severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced _____ and _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 14TH day of AUGUST, 1995.



Notary Public

Printed Name: DANIEL F. RUSKIEWICZ

My commission expires: FEBRUARY 16, 1996

ADOPTED AMENDMENTS TO
BY-LAWS OF
CARROLLWOOD VILLAGE PHASE II

A proposal to amend Article VI of the provisions of the By-Laws to add Section 6.9 has been approved by the Board of Directors. The purpose of this is to impose a late fee for delinquent assessments.

1. The following language is added in its entirety: No current language is affected. Additions shown by underlining.

6.9. Administrative Late Fee. In addition to the remedies contained herein and in the Master Declaration, the Association shall be authorized to impose a late fee in the amount of Twenty-Five Dollars (\$25.00) per month on any delinquent assessment or installment thereof in order to defray the administrative costs of tracking and collecting same. Any monies received shall first be applied to interest, administrative late fees, attorney fees and court costs, if any, and then to the principal amount due.

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Prepared By and Return To:
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Clearwater Tower
Clearwater, FL 34615-4116

OFF: 7624 PG 840
REC:

**CERTIFICATE OF AMENDMENT
TO THE BY-LAWS OF CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached amendment to the By-Laws of Carrollwood Village Phase II Homeowners Association, Inc., an Exhibit to the Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, as recorded at Official Records Book 3428 at Page 1980 of the Public Records of Hillsborough County, Florida, was duly approved in the manner required by the By-Laws.

IN WITNESS WHEREOF, we have affixed our hands this 29TH day of NOVEMBER 1994, at Hillsborough County, Florida.

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.

Witnesses:

Alan Tindell

ALAN TINDELL
Printed Name

Douglas G. Cornell

DOUGLAS G CORNELL
Printed Name

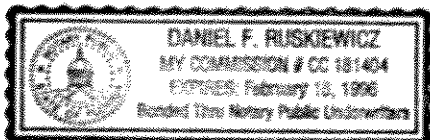
By: Curtis T. Mackey
Curtis Mackey, President

Attest: Bonnie French
Bonnie French, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Curtis Mackey and Bonnie French, to me known to be the President and Secretary, respectively, of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., and they jointly and severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced _____ and _____ (type of identification) as identification and did did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 29TH day of NOVEMBER, 1994.



Daniel F. Ruskiewicz
Notary Public
Printed Name: DANIEL F. RUSKIEWICZ

My commission expires: FEB 18, 96
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AMENDMENTS TO BY-LAWS OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

In accordance with the provisions of Article VII of the By-Laws, the Board hereby approves of the following amendments to the By-Laws:

1. Article 4.4 of the By-Laws is amended to read as follows:

4.1 Nomination. Except as to a vacancy filled in accordance with Section 4.3 above, nomination for election to the Board of Directors shall be made by a nominating committee, composed of one (1) or more persons. Nominations may also be made from the floor at the annual members' meeting. The nominating committee shall be appointed by the President prior to the annual members' meeting to serve until the close of such annual meeting. 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 are to be filled. Such nominations may be made from among members or non-members, and may consist of, or include, persons serving on the nominating committee. The nominating committee shall make nominations for existing vacancies in such manner to insure each of the seven villages is represented; this arrangement is clearly in the best interests of the Association to provide representation to all members. It therefore is inappropriate to recommend for nomination more than two members from any village; nor shall the committee make nominations which, combined with incumbents, would result in a village having more than two members.

2. Article 7.1 of the By-Laws is amended to read as follows:

7.1 Amendments. These By-Laws may be altered, modified, amended or rescinded by a majority vote of the Board of Directors at any meeting thereof. Any such amendments shall be recorded among the official records of Hillsborough County, Florida.

IN WITNESS WHEREOF, the Board of Directors has adopted this amendment to the By-Laws this 29th day of November, 1994, by a vote of 8 to 0.


BONNIE FRENCH, Secretary

BY-LAWS
OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION
AS AMENDED ON MARCH 29, 1994

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

ARTICLE I

IDENTITY

1.1 General. These are the By-Laws of Carrollwood Village Phase II Homeowners Association, Inc., herein called the "Association", a corporation not for profit organized pursuant to Chapter 617, Florida Statutes. The Articles of Incorporation for the Association were filed in the office of the Secretary of State of the State of Florida on July 11, 1978. As used herein the term "Articles" shall mean such Articles of Incorporation, and any amendments or modifications thereof hereafter made or adopted. The Association has been organized for the purposes set forth in the Articles, and these By-Laws are for the further regulation and management of the affairs of the Association, and to assist it in fulfilling and carrying out its rights and duties under the Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, as recorded in O.R. Book 3428, at Page 1980, Public Records of Hillsborough County, Florida. As used herein, the term "Master Declaration" shall mean such Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, and any amendments or modifications thereof, in whole or in part, pursuant to Article VI thereof, or otherwise.

1.2 Office. The office of the Association shall be at 4131 Gunn Highway, Tampa, Florida, 33624 or such other place as may be subsequently designated by the Board of Directors of the Association.

1.3 Seal. The seal of the Association shall bear its corporate name, and include the word "Florida", the word non-profit" and the year of incorporation.

1.4 Definitions. All words defined in the Master Declaration or the Articles shall have the same meaning when used in these By-Laws.

ARTICLE II

MEMBERSHIP

2.1 Membership in the Association shall be as provided in the Master Declaration and the Articles.

ARTICLE III

MEETING OF MEMBERS AND VOTING

3.1 Annual Meeting. The annual members' meeting shall be held at a place, date and hour chosen by the Board of Directors for the purpose of electing directors and transacting any other business authorized to be transacted by the members. The Board of Directors may designate any special meeting of the members to be in lieu of the annual meeting.

RECORD VERIFIED

Richard Ake
Clerk of Circuit Court
Hillsborough County, Fla.
By Brodie L. Burnett, D.C.

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3.2 Special Meetings. Special members' meetings shall be held whenever called by the President or Vice President in the absence of the President or by a majority of the Board of Directors. Special members' meetings shall also be called by the President or Vice President in the absence of the President upon receipt of written request from members entitled to cast twenty-five percent (25%) of the total votes of membership provided such request for a meeting sets forth the agenda for such meeting is received at least thirty (30) days before the requested date of the special members' meeting. No other business but that specified in the notice of a special members' meeting may be transacted without the unanimous consent of all present at such meeting.

3.3 Notice. No members' meeting may be held without a proper notice thereof unless such notice is waived. Such notice shall be sent to all members entitled thereto not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of any members' meeting shall state the time and place and the objects for which the meeting is called, and shall be given by either the President or Vice President in the absence of the President. Such notice shall be in writing, and given by mailing a copy of such notice, postage prepaid, addressed to the members' address last appearing on the books of the Association, or by delivering the same to the member personally. Delivery of notice pursuant to this Section shall be effective upon all co-owners of a Lot or Acreage, unless a co-owner has requested the Association in writing that notice be given such co-owner, and has further furnished the Secretary with the address to which such notice may be delivered by mail.

3.4 Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a member may waive notice of any annual or special meeting of members by writing signed either before, at or after such meeting. Attendance at a meeting shall also constitute a waiver of notice as to the meeting.

3.5 Quorum. The presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-fifth (1/5) of the votes shall constitute a quorum for any action, except as otherwise provided in the Articles, these By-Laws Article IV, Section Seven of the Master Declaration, or the laws of the State of Florida. Actions undertaken at a meeting at which a quorum was established, shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been present.

3.6 Proxies. At all meetings of members, votes may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Unless otherwise stated therein, each proxy shall be revocable. If a proxy is given with respect to more than one Lot, such proxy shall terminate as to any Lot thereafter conveyed by the member, but shall continue in effect as to the remaining Lots for which it was given.

3.7 Determination of Membership. For purpose of determining the persons entitled to notice under any provision of these By-Laws, the Articles or the Master Declaration, and for the purpose of determining the persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of the date set forth by the Board of Directors, which date shall not be more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such date, membership shall be as shown on the books of the Association on the thirtieth (30th) consecutive calendar day prior to the date of the notice for such meeting.

3.8 Designation of Voting Member. If a Lot is owned by one person, the right to vote shall be established by record title to such Lot. If a lot is owned by more than one person, voting shall be as contained in the Declaration. If multiple owners eligible to cast a vote or portion thereof cannot agree on how to vote, the vote shall not be counted for the issue about which the disagreement exists.

3.9 Voting. At any meeting of members, the membership shall be entitled to cast votes as provided in the Master Declaration. All elections of Directors shall be by ballot unless dispensed with by unanimous consent of the members present at a meeting. Unless otherwise determined by the members on a case by case basis, all other votes taken shall be by voice vote or show of hands. For all votes by ballot, the chairman of the meeting shall appoint prior to the balloting a committee of not more than five (5) persons who shall act as inspectors. Such inspectors shall, at the conclusion of such balloting, certify the results of the balloting in writing to the chairman, and such certification shall be physically affixed to the minutes of that meeting. If the balloting is in connection with an election of a Director, no inspector shall be a candidate for such office. Except as otherwise specifically provided to the contrary in the Articles, the Master Declaration, these By-Laws or the laws of the State of Florida, the vote of a majority of the combined vote of the membership present in person or by proxy, shall decide any questions brought before a meeting of the members.

3.10 Adjourned Meetings. Subject to Article IV., Section Seven of the Master Declaration, if any meeting of members cannot be organized because of lack of a quorum, the members who are present, either in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as required 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.

3.11 Order of Business. The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading minutes of preceding meeting, unless waived.
- d. Reports of Officers, unless waived.
- e. Reports of Committees, unless waived.
- f. Election of Directors.
- g. Unfinished business.
- h. New business.
- i. Adjournment.

3.12 Presiding Officer and Secretary for meetings. The presiding officer or "chairman" of any members' meeting shall be the President of the Association, and the Secretary of the Association shall be the secretary of such meeting.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number. The affairs of the Association shall be managed by a Board of not less than seven (7) nor more than nine (9) Directors. The precise number of Directors shall be fixed by the Board of Directors from time to time. No change shall shorten the term of an existing director.

4.2 Term of Office. The term of office for each Director shall be three (3) years. A Director shall continue in office until his successor shall be elected and qualifies, unless he sooner dies, resigns, is removed, or is otherwise disqualified to serve. One third (1/3) of the Board membership shall expired the first year, a second third (1/3) the following year, and the last third (1/3) the third year. This change shall be implemented by the existing Board under such procedures the Board determines appropriate with two-thirds (2/3) of the Board concurring.

4.3 Removal. Any Director may be removed from the Board, for cause, by a majority vote of the members of the Association. In the event of the death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he shall sooner die, resign, be removed or otherwise be disqualified to serve.

4.4 Nomination. Except as to a vacancy filled in accordance with Section 4.3 above, nomination for election to the Board of Directors shall be made by a nominating committee, composed of one (1) or more persons. Nominations may also be made from the floor at the annual members' meeting. The nominating committee shall be appointed by the President prior to the annual members' meeting to serve until the close of such annual meeting. 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 non-members, and may consist of, or include, persons serving on the nominating committee.

4.5 Election. Election to the Board of Directors at a meeting of members shall be by ballot unless dispensed by unanimous consent of the membership present. At such election, the members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Master Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

4.6 Organizational Meeting. The Organizational meeting of the Board of Directors may be held immediately following the annual members' meeting. If held at any time or place other than immediately following the annual members' meeting, there shall be three (3) days' notice given by the President, which notice shall not be necessary if action is taken by unanimous written consent as provided in Section 4.15 hereof.

4.7 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or Vice President in the absence of the President or by any three (3) Directors, after not less than three (3) days' notice to each Director.

4.8 Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a Director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a Director shall also act as waiver of notice thereof.

4.9 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, except when approval by a greater number of Directors is required by the Articles, the Master Declaration, these By-Laws, or the laws of the State of Florida, shall be regarded as the act of the Board.

4.10 Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a 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.

4.11 Joinder of 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 and the action taken, and shall also constitute a waiver of notice as to such meeting.

4.12 Presiding Officer and Secretary for Meeting. The presiding officer of a meeting of the Board of Directors shall be the President or in his/her absence, the Vice President. In the absence of such presiding officer, the Directors shall designate one of their members to preside. If the Secretary of the Association shall be a Director, such Secretary, if present, shall be the secretary for any meeting of the Board of Directors. Otherwise, the Directors shall designate one of their members to act as secretary for the meeting.

4.13 Compensation. No Director shall receive compensation from the Association for any service he may render to the Association as a Director.

4.14 Committees. If pursuant to any recorded declaration of restrictions, the Association is designated or requested to exercise architectural control or review, or other responsibility, and if the Board of Directors determines it is in the Association's best interest to accept such designation or request, the Board of Directors shall appoint an architectural review or other committee, as appropriate, composed of not less than two (2) individuals whom the Board of Directors deems qualified, whether or not such individuals are officers or Directors of the Association, and such architectural review, or other committee, shall exercise such functions, duties and responsibilities as may be provided in the declaration of restrictions giving rise to its authority. The Board of Directors, by subsequent act, may remove, with or without cause, any such committee member. In the event of death, resignation or removal of a committee member, his successor shall be selected by the Board of Directors. The Board of Directors may also from time to time appoint such other committees and delegate such of its duties and powers thereto as it shall deem advisable, and provide such guidelines as may be necessary.

4.15 Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action. Such shall also constitute a waiver of notice with regard thereto. Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

4.16 Powers and Duties of the Board of Directors. The powers and duties of the Board of Directors shall include, in addition to those existing or granted under the Articles, the Master Declaration, these By-Laws or the laws of the State of Florida, the following:

a. To employ, dismiss and control the personnel necessary for the maintenance and operation of the Community Properties and performance of the duties and obligations of the Association under the Master Declaration, including contractors, attorneys, accountants and other professionals as the need arises.

b. To delegate such of its powers, duties and responsibilities under the Articles, the Master Declaration and these By-Laws to a Management Agent, whether such be a person or company, as the Board of Directors shall deem advisable, and employ such Management Agent by written agreement at a compensation and on terms acceptable to the Board of Directors.

c. To adopt and publish rules and regulations governing the use of the Community Properties and facilities, and the personal conduct of the members and their guest with regard thereto and establish penalties for the infraction thereof.

d. To suspend the voting rights and right to use the Community Properties and other Association facilities of a member during any period in which such member shall be in default in payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.

e. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not expressly reserved to the membership by other provisions of these By-Laws, the Articles or the Master Declaration.

4.17 Reconsideration of Actions of the Board. Any motion, resolution, or issue duly voted upon and recorded in the minutes shall not again be reconsidered by the Board for a period of twelve (12) months unless reconsideration is approved by two-thirds (2/3) of the Board; then the Board shall reconsider the motion, resolution or issue duly voted upon.

ARTICLE V

OFFICERS

5.1 Enumeration of Offices. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The President shall be a member of the Board of Directors.

5.2 Election of Officers. Except as provided in Section 5.1, officers shall be elected by the majority vote of the Board of Directors.

5.3 Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless prior thereto such officer dies, resigns, is removed, or is otherwise disqualified to serve.

5.4 Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.

5.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board of Directors. Any officer may resign at any time by giving 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 therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 Vacancies. A vacancy in any office shall be filled by appointment by the Board of Directors. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he replaces, unless he sooner dies, resigns, is removed, or is otherwise disqualified to serve.

5.7 Multiple Offices. No person shall simultaneously hold the office of President and Secretary.

5.8 President. The President shall be the chief executive officer of the Association. He shall have all the powers and duties that are usually vested in the office of a president of an association, including but not limited to, the power to appoint committees from among the members from time to time as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall sign all contracts, deeds, and other written instruments on behalf of the Association and exercise and discharge such other duties as may be required of him by the Board of Directors.

5.9 Vice President. The Vice President, in the absence, inability or the refusal of the President to act, shall exercise the powers and perform the duties of the President. He shall also assist the President and exercise and discharge such other duties as may be required of him by the Board of Directors.

5.10 Secretary/Assistant Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and members. Except as otherwise provided by the Articles, these By-Laws or the laws of the State of Florida, 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 instrument requiring a seal when duly signed. He shall keep the records of the Association except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all of the duties incident to the office of a secretary of an association, and shall exercise and discharge such other duties as may be required of him by the Board of Directors. The Assistant Secretary, if required, shall be responsible solely for the publication of an Association newsletter or consolidated newsletter for all three village Associations.

5.11 Treasurer. The Treasurer shall cause the receipt of and deposit in an appropriate bank account or accounts, all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, sign all checks of the Association (unless otherwise authorized

by the Board of Directors), keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year, prepare an annual budget and statement of income and expenditures, perform all other duties incident to the office of treasurer of an association, and exercise and discharge such other duties as may be required by him by the Board of Directors.

5.12 Duties Fulfilled by Manager. The duties of the Secretary, as well as the duties of the Treasurer, may either or both be filled by a Management Agent employed by the Association. If such a Management Agent is employed, the Management Agent shall have custody of such books of the Association as it determines necessary or appropriate.

5.13 Compensation. Nothing contained herein shall prevent the Association, through the Board of Directors, from contracting for management or other services with a company for which any officer or director of the Association is affiliated, either as a shareholder, officer, director, employee or otherwise.

ARTICLE VI

FISCAL MANAGEMENT

6.1 Budget. The Board of Directors shall adopt a budget for each calendar year in accordance with the Master Declaration.

6.2 Assessments. The Board of Directors shall establish the annual assessment, and adopt and levy all annual and special assessments in accordance with and subject to the provisions of the Master Declaration.

6.3 Depository. The depository of the Association will be such bank or banks in Hillsborough County or Pinellas County, Florida, as shall be designated from time to time by the Board of Directors. The withdrawal of monies from such account shall only be by check signed by the Treasurer or such persons as authorized by the Board of Directors; provided, however, that the provisions of a management agreement between the Association and a Management Agent relative to the subject matter of this Section shall supersede the provisions hereof.

6.4. Fidelity Bonds. The Board of Directors, at its discretion, may have bonded the Treasurer and all other officers, Directors and employees of the Association who are authorized to sign checks, handle, control, disburse or otherwise be responsible for Association funds. In the event the Board of Directors shall employ a Management Agent, the Board of Directors may also have bonded such agents and employees of the Management Agent, as may similarly deal with Association funds.

6.5 Acceleration of Assessment Installments upon Default. If any assessment levied by the Association shall be payable in installments, and if a Lot owner shall be in default in the payment of any installment more than thirty (30) days from the date it was due, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the owner, whereupon the total unpaid balance of the assessment shall become due upon the date stated in the notice, which shall be not less than ten (10) days after the delivery of notice to the owner.

6.6 Application of Co-Payments and Co-Mingling of Funds. All sums collected by the Association for assessments or other charges may be co-mingled in a single fund or divided into more than one fund, as determined by the Board of Directors. All assessment payments or other charges collected from owners shall be applied by the Association against the payment of the assessment, delinquent charge, cost, expenses and attorney's fees due, all in such manner and in such amounts as the Board of Directors shall determine in its sole discretion.

6.7 Liens. In accordance with the provisions of the Master Declaration, any assessment levied by the Board of Directors which remains unpaid shall constitute a lien on the Lots to which it pertains, and such lien may be foreclosed in the manner of a real estate mortgage.

6.8 Annual Report. Within sixty (60) days following the end of the fiscal or calendar year the Association must mail or deliver to each member a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report must include the amount of expenses by account and expense classification.

ARTICLE VII

AMENDMENTS

7.1 Amendments. These By-Laws may be altered, modified, amended or rescinded by a majority vote of the Board of Directors at any meeting thereof.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification. The Association shall indemnify any officer or Director, and any former officer or Director, to the fullest extent permitted by the laws of the State of Florida applicable to corporations.

8.2 Other Indemnification. The right of indemnification granted by the foregoing Section is in addition to, and not in limitation of, any other rights to which such persons may now or hereafter be entitled by law, agreement with the Association, the Articles of Incorporation, or otherwise.

ARTICLE IX

MISCELLANEOUS

9.1 Liability. Notwithstanding the duty of the Association to maintain Community Properties, the Association shall not be liable for injury or damage caused by a latent condition in the Community Properties, nor for injury or damage, caused by the elements, members or other persons.

9.2 Insurance. The Board of Directors is authorized to obtain and keep in force such public liability insurance, and other insurance coverage as it shall deem appropriate, necessary or desirable in connection with the operation of the Association, and the performance of its responsibilities under the Master Declaration.

AMENDED

MARCH 29, 1974

BY-LAWS
OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

ARTICLE I,
IDENTITY

1.1 General. These are the By-Laws of Carrollwood Village Phase II Homeowners Association, Inc., herein called the "Association", a corporation not for profit organized pursuant to Chapter 617, Florida Statutes. The Articles of Incorporation for the Association were filed in the office of the Secretary of State of the state of Florida on July 11, 1978. As used herein the term "Articles" shall mean such Articles of Incorporation, and any amendments or modifications thereof hereafter made or adopted. The Association has been organized for the purposes set forth in the Articles, and these By-Laws are for the further regulation and management of the affairs of the Association, and to assist it in fulfilling and carrying out its rights and duties under the Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, as recorded in O.R. Book 3428, at Page 1980, Public Records of Hillsborough County, Florida. As used herein, the term "Master Declaration" shall mean such Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, and any amendments or modifications thereof, in whole or in part, pursuant to Article VI thereof, or otherwise.

1.2 Office. The office of the Association shall be at 7211 North Dale Mabry, Suite 205, Tampa, Florida 33614 or such other place as may be subsequently designated by the Board of Directors of the Association.

1.3 Seal. The seal of the Association shall bear its corporate name, and include the word "Florida", the word non-profit" and the year of incorporation.

1.4 Definitions. All words defined in the Master Declaration or the Articles shall have the same meaning when used in these By-Laws.

ARTICLE II
MEMBERSHIP

2.1 Membership in the Association shall be as provided in the Master Declaration and the Articles.

ARTICLE III

MEETING OF MEMBERS AND VOTING

3.1 Annual Meetings. The annual members' meeting shall be held at a place, date and hour chosen by the Board of Directors in the last quarter of each calendar year beginning in 1978 for the purpose of electing directors and transacting any other business authorized to be transacted by the members. The Board of Directors may designate any special meeting of the members to be in lieu of the annual meeting.

3.2 Special Meetings. Special members' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors. Special members' meetings shall also be called by the President or Vice President upon receipt of written request from members entitled to cast twenty-five percent (25%) of the total votes of Class A membership provided such request for a meeting sets forth the agenda for such meeting and is received at least thirty (30) days before the requested date of the special members' meeting. No other business but that specified in the notice of a special members' meeting may be transacted without the unanimous consent of all present at such meeting.

3.3 Notice. ~~No members' meeting~~ may be held without a prior notice thereof unless such notice is waived. Such notice shall be sent to all members entitled thereto not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of any members' meeting shall state the time and place and the objects for which the meeting is called, and shall be given by either the President, Vice President or Secretary. Such notice shall be in writing, and given by mailing a copy of such notice, postage prepaid, addressed to the members' address last appearing on the books of the Association, or by delivering the same to the member personally. Delivery of notice pursuant to this Section shall be effective upon all co-owners of a Lot or Acreage, unless a co-owner has requested the Association in writing that notice be given such co-owner, and has further furnished the Secretary with the address to which such notice may be delivered by mail.

3.4 Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a member may waive notice of any annual or special meeting of members by writing signed either before, at or after such meeting. Attendance at a meeting shall also constitute a waiver of notice as to the meeting.

3.5 Quorum. The presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles, these By-Laws, Article IV, Section Seven of the Master

Declaration, or the laws of the State of Florida. Actions undertaken at a meeting at which a quorum was established, shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been present.

3.6 Proxies. At all meetings of members, votes may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Unless otherwise stated therein, each proxy shall be revocable. If a proxy is given with respect to more than one Lot or Acreage, such proxy shall terminate as to any Lot or Acreage thereafter conveyed by the member, but shall continue in effect as to the remaining Lots or Acreage for which it was given.

3.7 Determination of Membership. For purposes of determining the persons entitled to notice under any provision of these By-Laws, the Articles or the Master Declaration, and for the purpose of determining the persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of the date set forth by the Board of Directors, which date shall not be more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such date, membership shall be as shown on the books of the Association on the thirtieth (30th) consecutive calendar day prior to the date of the notice for such meeting. All determinations as to acreage calculation shall be made by the Secretary in good faith, based upon such information as is available to the Association. In the event any owner of Acreage or other member shall dispute the number of votes to which it is entitled, it shall be incumbent upon such member to convincingly establish its entitlement by evidence to the contrary. Such evidence shall be by surveyor's certification, certified copy of recorded instrument of conveyance, or other proof satisfactory to the Board of Directors.

3.8 Designation of Voting Member, If a Class A Lot or Acreage is owned by one person, his right to vote shall be established by record title to such Lot or Acreage. If a Class A Lot or Acreage is owned by more than one person, the person entitled to cast the vote for such Lot or Acreage shall be designated by a certificate signed by all of the owners of such Lots or Acreage and filed with the Secretary; provided, however, that if a Lot or Acreage is owned by a husband and wife, they may, but shall not be required, to file a certificate, and the vote with respect to the Lot or Acreage so owned may be cast by whichever spouse is present or by either spouse (but only one) if both are present at the meeting. If the husband and wife do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting. If a Lot or Acreage is owned by a corporation, the person entitled to cast the vote for such lot or

acreage shall be designated by a certificate signed by the President or a Vice President of the corporation, and filed with the Secretary of the Association. If a Lot is owned by a trust, or by an estate, the fiduciary thereof shall be entitled to vote; provided, however, if there is more than one fiduciary or someone other than a fiduciary is authorized to vote, the person entitled to vote shall be designated by a certificate signed by the fiduciary, or if more than one, all fiduciaries, and filed with the Secretary. If a Lot or Acreage is owned by a partnership, whether general or limited, the person entitled to cast the vote for such Lot or Acreage shall be a general partner designated by a certificate signed by all general partners thereof. Such certificates shall be valid until revoked or until superseded by subsequent certificate or until a change in the ownership of the Lot or Acreage concerned; provided, however, that if the change in ownership affects less than all of the Lots or Acreage owned by a party, the revocation shall be only to the extent of such change in ownership. A certificate designating the person entitled to cast the vote of a particular Lot or Acreage may be revoked by any owner of such Lot or Acreage. If at the time of any given meeting a certificate is not on file as required by this Section, the vote for such Lots or Acreage shall not be considered in determining the requirement for a quorum nor for any other purpose.

3.9 Voting. At any meeting of members, the membership shall be entitled to cast votes as provided in the Master Declaration. All elections of Directors shall be by ballot unless dispensed with by unanimous consent of the members present at a meeting. Unless otherwise determined by the members on a case by case basis, all other votes taken shall be by voice vote or show of hands. For all votes by ballot, the chairman of the meeting shall appoint prior to the balloting a committee of not more than five (5) persons who shall act as inspectors. Such inspectors shall, at the conclusion of such balloting, certify the results of the balloting in writing to the chairman, and such certification shall be physically affixed to the minutes of that meeting. If the balloting is in connection with an election of a Director, no inspector shall be a candidate for such office. Except as otherwise specifically provided to the contrary in the Articles, the Master Declaration, these By-Laws or the laws of the State of Florida, the vote of a majority of the combined vote of the membership present in person or by proxy, shall decide any questions brought before a meeting of the members.

3.10 Adjourned Meetings. Subject to Article IV, Section Seven of the Master Declaration, if any meeting of members cannot be organized because of lack of a quorum, the members who are present, either in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as required 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.

3.11 Order of Business. The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading minutes of preceeding meeting, unless waived.
- d. Reports of Officers, unless waived.
- e. Reports of Committees, unless waived.
- f. Election of Directors.
- g. Unfinished business.
- h. New business
- i. Adjournment.

3.12 Presiding Officer and Secretary for meetings. The presiding officer or "chairman" of any members' meeting shall be the President of the Association, and the Secretary of the Association shall be the secretary of such meeting.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors. The precise number of Directors shall be fixed by the Board of Directors from time to time. A Director need not be a member of the Association.

4.2 Term of Office. The term of office for each Director shall be one (1) year. A Director shall continue in office until his successor shall be elected and qualifies, unless he sooner dies, resigns, is removed, or is otherwise disqualified to serve.

4.3 Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of the death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he shall sooner die, resign, be removed or otherwise be disqualified to serve.

4.4 Nomination. Except as to a vacancy filled in accordance with Section 4.3 above, nomination for election to the Board of Directors shall be made by a nominating committee, composed of one (1) or more persons. Nominations may also be made from the floor at the annual members' meeting. The nominating committee shall be appointed by the President prior to the annual members' meeting to serve until the close of such annual meeting. 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 non-members, and may consist of, or include, persons serving on the nominating committee.

4.5 Election. Election to the Board of Directors at a meeting of members shall be by ballot unless dispensed by unanimous consent of the membership present. At such election, the members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Master Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

4.6 Annual Meetings. The annual meeting of the Board of Directors may be held immediately following the annual members' meeting. If held at any time or place other than immediately following the annual members' meeting, there shall be three (3) days' notice given by the President, which notice shall not be necessary if action is taken by unanimous written consent as provided in Section 4.15 hereof.

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

4.8 Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a Director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a Director shall also act as waiver of notice thereof.

4.9 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, except when approval by a greater number of Directors is required by the Articles, the Master Declaration, these By-Laws, or the laws of the State of Florida, shall be regarded as the act of the Board.

4.10 Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a 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.

4.11 Joinder of 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 and the action taken, and shall also constitute a waiver of notice as to such meeting.

4.12 Presiding Officer and Secretary for Meeting. The presiding officer of a meeting of the Board of Directors shall be the chairman of the Board, if such officer has been elected, and if none, the President shall preside. In the absence of such presiding officer, the Directors present shall designate one of their members to preside. If the Secretary of the Association shall be a Director, such Secretary, if present, shall be the secretary for any meeting of the Board of Directors. Otherwise, the Directors shall designate one of their members to act as secretary for the meeting.

4.13 Compensation. No Director shall receive compensation from the Association for any service he may render to the Association as a Director.

4.14 Committees. If pursuant to any recorded declaration of restrictions, the Association is designated or requested to exercise architectural control or review, or other responsibility, and if the Board of Directors determines it is in the Association's best interest to accept such designation or request, the Board of Directors shall appoint an architectural review or other committee, as appropriate, composed of not less than two (2) individuals whom the Board of Directors deems qualified, whether or not such individuals are members, officers or Directors of the Association, and such architectural review, or other committee, shall exercise such functions, duties and responsibilities as may be provided in the declaration of restrictions giving rise to its authority. The Board of Directors, by subsequent act, may remove, with or without cause, any such committee member. In the event of the death, resignation or removal of a committee member, his successor shall be selected by the Board of Directors. The Board of Directors may also from time to time appoint such other committees and delegate such of its duties and powers thereto as it shall deem advisable, and provide such guidelines as may be necessary.

4.15 Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action. Such shall also constitute a waiver of notice with regard thereto. Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

4.16 Powers and Duties of the Board of Directors. The powers and duties of the Board of Directors shall include, in addition to those existing or granted under the Articles, the Master Declaration, these By-Laws or the laws of the State of Florida, the following:

- a. To employ, dismiss and control the personnel necessary for the maintenance and operation of the Community Properties and performance of the duties and obligations of the Association under the Master Declaration, including contractors, attorneys, accountants and other professionals as the need arises.
- b. To delegate such of its powers, duties and responsibilities under the Articles, the Master Declaration and these By-Laws to a Management Agent, whether such be a person or company, as the Board of Directors shall deem advisable, and employ such Management Agent by written agreement at a compensation and on terms acceptable to the Board of Directors.
- c. To adopt and publish rules and regulations governing the use of the Community Properties and facilities, and the personal conduct of the members and their guest with regard thereto and establish penalties for the infraction thereof.
- d. To suspend the voting rights and right to use the Community Properties and other Association facilities of a member during any period in which such member shall be in default in payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- e. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not expressly reserved to the membership by other provisions of these By-Laws, the Articles or the Master Declaration.

ARTICLE V

OFFICERS

5.1 Initial Officers. In accordance with the Articles, the initial officers of the Association named and appointed in such Articles, shall serve until their qualified successors are elected by the Board of Directors.

5.2 Enumeration of Offices. The officers of the Association shall be a President, Vice President, Secretary, Assistant Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The President shall be a member of the Board of Directors. Officers need not be members of the Association.

5.3 Election of Officers. Except as provided in Section 5.1, officers shall be elected by the majority vote of the Board of Directors.

5.4 Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless prior thereto such officer dies, resigns, is removed, or is otherwise disqualified to serve.

5.5 Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.

5.6 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board of Directors. Any officer may resign at any time by giving 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 therein, the acceptance of such resignation shall not be necessary to make it effective.

5.7 Vacancies. A vacancy in any office shall be filled by appointment by the Board of Directors. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he replaces, unless he sooner dies, resigns, is removed, or is otherwise disqualified to serve.

5.8 Multiple Offices. No person shall simultaneously hold the office of President and Secretary.

5.9 President. The President shall be the chief executive officer of the Association. He shall have all the powers and duties that are usually vested in the office of a president of an association, including but not limited to, the power to appoint committees from among the members from time to time as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall sign all contracts, deeds, and other written instruments on behalf of the Association and exercise and discharge such other duties as may be required of him by the Board of Directors.

5.10 Vice President. The Vice President, in the absence, inability or the refusal of the President to act, shall exercise the powers and perform the duties of the President. He shall also assist the President and exercise and discharge such other duties as may be required of him by the Board of Directors.

5.11 Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and members. Except as otherwise provided by the Articles, these By-Laws or the laws of the State of Florida, 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 instrument requiring a seal when duly signed. He shall keep the records of the Association except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all of the duties incident to the office of a secretary of an association,

and shall exercise and discharge such other duties as may be required of him by the Board of Directors. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent.

5.12 Treasurer. The Treasurer shall cause the receipt of and deposit in an appropriate bank account or accounts, all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, sign all checks of the Association (unless otherwise authorized by the Board of Directors), keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year, prepare an annual budget and statement of income and expenditures, perform all other duties incident to the office of treasurer of an association, and exercise and discharge such other duties as may be required by him by the Board of Directors. The Assistant Treasurer, if any, shall perform the duties of the Treasurer when the Treasurer is absent.

5.13 Duties Fulfilled by Manager. The duties of the Secretary, as well as the duties of the Treasurer, may either or both be filled by a Management Agent employed by the Association. If such a Management Agent is employed, the Management Agent shall have custody of such books of the Association as it determines necessary or appropriate.

5.14 Compensation. The compensation, if any, of all officers shall be fixed by the Board of Directors. Nothing contained herein, however, shall prevent the Association, through the Board of Directors, from contracting for management or other services with a company for which any officer or director of the Association is affiliated, either as a shareholder, officer, director, employee or otherwise.

ARTICLE VI

FISCAL MANAGEMENT

6.1 Budget. The Board of Directors shall adopt a budget for each calendar year in accordance with the Master Declaration.

6.2 Assessments. The Board of Directors shall establish the annual assessment, and adopt and levy all annual and special assessments in accordance with and subject to the provisions of the Master Declaration.

6.3 Depository. The depository of the Association will be such bank or banks in Hillsborough County or Pinellas County, Florida, as shall be designated from time to time by the Board of Directors. The withdrawal of monies from such account shall only be by check signed by the Treasurer or such persons as authorized by the Board of Directors; provided, however, that the provisions of a management agreement between the Association and a

Management Agent relative to the subject matter of this Section shall supersede the provisions hereof.

6.4 Fidelity Bonds. The Board of Directors, at its discretion, may have bonded the Treasurer and all other officers, Directors and employees of the Association who are authorized to sign checks, handle, control, disburse or otherwise be responsible for Association funds. In the event the Board of Directors shall employ a Management Agent, the Board of Directors may also have bonded such agents and employees of the Management Agent, as may similarly deal with Association funds.

6.5 Acceleration of Assessment Installments upon Default. If any assessment levied by the Association shall be payable in installments, and if a Lot or Acreage owner shall be in default in the payment of any installment more than thirty (30) days from the date it was due, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the owner, whereupon the total unpaid balance of the assessment shall become due upon the date stated in the notice, which shall be not less than ten (10) days after the delivery of notice to the owner.

6.6 Application of Co-Payments and Co-Mingling of Funds. All sums collected by the Association for assessments or other charges may be co-mingled in a single fund or divided into more than one fund, as determined by the Board of Directors. All assessment payments or other charges collected from owners shall be applied by the Association against the payment of the assessment, delinquency charge, cost, expenses and attorney's fee due, all in such manner and in such amounts as the Board of Directors shall determine in its sole discretion.

6.7 Liens. In accordance with the provisions of the Master Declaration, any assessment levied by the Board of Directors which remains unpaid shall constitute a lien on the Lots or Acreage to which it pertains, and such lien may be foreclosed in the manner of a real estate mortgage.

ARTICLE VII

AMENDMENTS

7.1 Amendments. These By-Laws may be altered, modified, amended or rescinded by a majority vote of the Board of Directors at any meeting thereof; provided, however, that no amendments to these By-Laws shall be valid which affects the rights and privileges of the Developer under the Master Declaration without the written consent of the Developer.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification. The Association shall indemnify any officer or Director, and any former officer or Director, to the fullest extent permitted by the laws of the State of Florida applicable to corporations.

8.2 Other Indemnification. The right of indemnification granted by the foregoing Section is in addition to, and not in limitation of, any other rights to which such persons may now or hereafter be entitled by law, agreement with the Association, the Articles of Incorporation, or otherwise.

ARTICLE IX

MISCELLANEOUS

9.1 Liability. Notwithstanding the duty of the Association to maintain Community Properties, the Association shall not be liable for injury or damage caused by a latent condition in the Community Properties, nor for injury or damage, caused by the elements, members or other persons.

9.2 Insurance. The Board of Directors is authorized to obtain and keep in force such public liability insurance, and other insurance coverage as it shall deem appropriate, necessary or desirable in connection with the operation of the Association, and the performance of its responsibilities under the Master Declaration.