

BY LAWS
OF
DEEANN LAKEFRONT ESTATES
HOMEOWNERS ASSOCIATION, INC.
(a corporation not for profit under
the laws of the State of Florida)

ARTICLE I
IDENTITY

These are the By Laws of DEEANN LAKEFRONT ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter called Association in these By Laws, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on the ____ day of _____, 1989. The Association has been organized for the uses and purposes of maintaining certain lands located in Highlands County, Florida, which lands are to be used in common by all of the members of the Association, which members shall all be unit owners at DEEANN LAKEFRONT ESTATES. Such operation by the Association shall include the administration and maintenance of DEEANN LAKEFRONT ESTATES, and the enforcement of such covenants and restrictions.

A. The initial office of the Association shall be at _____.

B. The fiscal year of the Association shall be the calendar year.

C. The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation Not For Profit" and the year of the incorporation.

D. The words and phrases used in these By Laws shall have the same meanings herein as they have in the Articles of Incorporation of the Association, and as they have in the Declaration of Covenants and Restrictions of DEEANN LAKEFRONT ESTATES.

ARTICLE II
MEMBERS' MEETINGS

A. The qualification of members, the manner of their admission to membership in the Association, and the manner of the termination of such membership shall be as set forth in Article IV of the Articles of Incorporation.

B. The annual members' meeting shall be held at such location in Highlands County, Florida as shall be designated in the Notice of Meeting, at such time as designated in said notice, during the month of February of each year, for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

C. Special members' meetings shall be held at such location in Highlands County, Florida as shall be designated in the Notice of Meeting whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third (1/3) of the votes of the entire membership.

D. A written notice of all members' meetings (annual or special) shall be mailed to each member stating the time and place and the objects for which the meeting is called, and shall be given by the President, Vice-President or Secretary unless waived in writing. Such notice shall be mailed to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

E. The membership may, at the discretion of the Board, act by written agreement in lieu of a meeting; provided, however, that written notice of the

matters to be determined by such members is given to the membership at the addresses and within the time periods set forth herein for notices of meetings, or is duly waived by such members. Any determination by written agreement shall be determined by the number of members capable of determining the subject matter at a members' meeting. The quorum requirements shall be the same as for a members' meeting. Any notice requesting the written agreement of the membership shall set forth a time period in which a response may be made.

F. A quorum of the members shall consist of those persons entitled to cast a majority of the votes of the entire membership. A member may join in the action of a meeting by signing the minutes thereof, and such signing shall constitute the presence of such member for the purpose of determining a quorum. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Articles of Incorporation or these By Laws.

G. If at any meeting of the membership, there shall be less than a quorum present, the President, and in the absence of the President, then the majority of those present, may adjourn the meeting from time to time until a quorum is present. Any business which might have been transacted at a meeting as originally called may be transacted at any adjourned meeting thereof. In case of the adjournment of a meeting, notice to the members of such adjournment shall be as determined by the President or in his absence by the majority of the members present.

H. Minutes of all meetings of the members shall be kept in a businesslike manner, and shall be

available, upon reasonable notice and at reasonable times, for inspection by the members and directors at the office of the Association.

I. Voting.

1. In any meeting of members, the owners of each unit shall be entitled to cast one vote as the owner of a unit unless the decision to be made is elsewhere required to be determined in another manner.

2. If a unit is owned by one person, his right to vote shall be established by the record title to his unit. If a unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice-President and attested to by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any owner of a unit. If such a certificate is not on file, the vote of such owner shall not be considered in determining the requirement for a quorum nor for any other purpose.

3. Votes may be cast in person or by proxy. A proxy must be designated in writing by any person entitled to vote, and shall be valid only for the particular meeting designated in the proxy. It must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

4. No member shall be allowed to exercise his vote or serve as a director unless he is current on all assessments.

J. The order of business at annual members' meetings and, as far as practical at other members' meetings, shall be:

1. Election of chairman of the meeting.
2. Calling of the roll and certifying of proxies.
3. Proof of notice of meeting or waiver of notice.
4. Reading and disposal of any unapproved minutes.
5. Report of officers.
6. Reports of committees.
7. Election of inspectors of elections.
8. Election of directors.
9. Unfinished business.
10. New business.
11. Adjournment.

K. Until the Developer of DEEANN LAKEFRONT ESTATES has closed the sale of all of the units located in DEEANN LAKEFRONT ESTATES, or until the Developer elects to terminate its control of the Association, whichever shall first occur, the proceedings of all meetings of members of the Association shall have no effect unless approved by the Board of Directors.

ARTICLE III DIRECTORS

A. The affairs of the Association shall be managed by a board which shall consist of not more than five (5) directors.

B. Election of directors shall be conducted in the following manner:

1. Election of directors shall be held at the annual members' meeting.

2. A nominating committee of four (4) members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual members' meeting. The committee shall nominate one person for each director then serving. Other nominations may be made from the floor.

3. The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

4. Except as to vacancies created by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

C. The term of each director's service shall be the calendar year following his election and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

D. The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and at such time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary.

E. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

F. Special meetings of the Board of Directors may be called by the President, and must be called by the Secretary at the written request of two-thirds (2/3) of the directors. Not less than three (3) 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.

G. 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.

H. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present 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 or these by Laws.

I. If at any meeting of the Board of Directors there is 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.

J. 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.

K. The presiding officer at directors' meeting shall be the President. In the absence of the President, the directors present shall designate one of their number to preside

L. The order of business at director's meetings shall be as follows:

1. Calling of the roll.
2. Proof of due notice of meeting.
3. Reading and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of officers.
6. Unfinished business.
7. New business.
8. Adjournment.

M. Directors' fees, if any, shall be determined by the majority of the membership of the Association.

N. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and be available for inspection, upon reasonable notice and at reasonable times, by members and directors at the office of the Association.

O. Meetings of the Board of Directors shall be open to all members. Unless a member serves as a director or unless he has been specifically invited to participate in a meeting, a member shall not be entitled to participate in any meeting of the Board of Directors, but shall only be entitled to act as an observer.

P. Notwithstanding the foregoing, the Developer shall have the right, but not the obligation, to elect a majority of the Board of Directors so long as the Developer is the record owner of one or more units at DEEANN LAKEFRONT ESTATES.

ARTICLE IV
POWERS AND DUTIES OF
THE BOARD OF DIRECTORS

A. All of the powers and duties of the Association existing under the Articles of Incorporation

and these By Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by lot owners when such is specifically required. Such powers and duties shall be exercised in accordance with the documents hereinbefore stated, and shall include, but not be limited to the following:

1. Making, establishing, amending and enforcing reasonable rules and regulations governing the portions of DEEANN LAKEFRONT ESTATES over which the Association has jurisdiction.
2. Making, levying, collecting and enforcing assessments against members to provide funds to pay the Association expenses. Such assessments shall be collected by the Association by payments made directly to the Association by members on the manner set forth in the documents described above.
3. Enforcing by legal means the provisions of the Documents, including levying fines.
4. Retaining independent contractors and professional personnel and entering into and terminating service, supply and management agreements and contracts to provide for the administration, management, operation, repair and maintenance of the portions of DEEANN LAKEFRONT ESTATES, over which the Association has jurisdiction.
5. Hiring and retaining such employees and/or contractors as are necessary to administer and carry out the services required for the proper administration of the purposes of the Association and paying all of the salaries therefor.
6. Granting such permits, licenses, and easements over the common areas for utilities, roads, and other purposes reasonably necessary or useful for the proper maintenance or operation of the common areas.

ARTICLE V
OFFICERS

A. 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, a Secretary, and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not be also the Secretary or Assistant Secretary. The Board of Directors, from time to time, shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

B. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of the 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.

C. 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.

D. 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 other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of Treasurer, and shall perform all other duties incident to the office of Secretary of an

association and as may be required by the directors or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

E. 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 incident to the office of Treasurer.

ARTICLE VI AMENDMENT

These By-Laws may be amended in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by:

1. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than fifty-one percent (51%) of the votes of the membership of the Association in person or by proxy; or

2. Not less than sixty percent (60%) of the votes of the membership of the Association voting in person or by proxy.

C. These By Laws shall not be amended in any manner which shall amend, abridge, modify, or conflict with the right of any institutional mortgagee having a first mortgage on a unit, nor the rights or responsibilities of the Developer, without the prior written consent of the institutional mortgagee affected or the Developer as the case may be.

The foregoing were adopted as the By Laws of DEEANN LAKEFRONT ESTATES HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under laws of the State of Florida, at the first meeting of the Board of Directors on the _____ day of _____, 1989.

DEEANN LAKEFRONT ESTATES
HOMEOWNERS ASSOCIATION, INC.

(Corporate Seal)

By: _____
President

Attest: _____
Secretary