

BY-LAWS
OF
WINDSOR PARK OF TAMPA HOMEOWNER'S
ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1. Definitions and Operation. Express reference is here made to the "Declaration of Covenants, Conditions, Restrictions, Easements and Assessments for WINDSOR PARK" (the "Declaration") recorded in the Hillsborough County Public Records where necessary to interpret, construe and apply the provisions of these By-Laws.

(a) Definitions. All terms defined in the Declaration have the same meaning when used in these By-Laws.

(b) Consistency. By adopting these By-Laws, the Board intends them to be consistent with the provisions of this Association's Articles of Incorporation (the "Articles") and with those of the Declaration.

(c) Conflict. These By-Laws are to be interpreted, construed and applied with the Articles and the Declaration to avoid inconsistencies or conflicting results, but, if such conflict necessarily results, the provisions of the Articles of the Declaration control anything to the contrary in these By-Laws.

Section 2. Membership and Voting Rights. Membership and voting rights in the Association are set forth in Article V of the Declaration and all votes of Members as herein set forth

shall be subject to the same.

Section 3. Seal. This Association has a seal in a circular form having within its circumference the words "WINDSOR PARK OF TAMPA HOMEOWNER'S ASSOCIATION, INC.," "Florida," and "Corporation Not for Profit 1988," and impression of such seal appearing in the margin.

Section 4. Fiscal Year. This Association's fiscal year begins on the first day of January of each calendar year.

Section 5. No Vested Rights. No Member of this Association has any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of this Association, nor any right, interest, or privilege that is transferrable or inheritable except as an incident to the transfer of title to such Member's Home Site, as provided in Article II of the Declaration.....

Section 6. Amendment. These "By-Laws" may be altered, amended, or rescinded in the manner set forth in Article VII of the Articles.

Section 7. Initial Registered and Principal Office. The initial registered and principal office of the Association shall be established and maintained at: One Tampa City Center, Suite 2570, Tampa, FL 33602. *AMENDED* 9/26/95 copy follows #1

ARTICLE II

POWERS AND DUTIES OF THE ASSOCIATION

The powers of the Association shall include and be governed

by the following provisions:

Section 1. Common Law and Statutory. The Association shall have all of the common law and statutory powers of a corporation not for profit subject however, to the provisions of the Declaration.

Section 2. Declaration. The Association shall provide for the effective and efficient administration of the Declaration.

Section 3. Maintenance and Assessment. The Association may, to the extent delegated to do so by Developer, administer and enforce all provisions of the Declaration, and is hereby empowered to levy and collect assessments as needed to perform Association functions, subject to the provisions of the Declaration.*

Section 4. General. The Association shall have all powers necessary to undertake and perform all acts necessary and incident to its duties, in accordance with the provisions of the Declaration and the powers and duties consistent therewith, set forth in the Articles of Incorporation and these Bylaws of the Association.

* Section 5. Enforcement of Development Order and Zoning Resolution. Developer has reserved the right in itself to enforce by all legal remedies available, including injunction and specific performance, the provisions of the Development Order and Zoning Resolution even if no action is taken by the governmental agencies having jurisdiction. This right may be assigned at any time to the Association as hereinafter described and will be

deemed to be assigned upon transfer of the Association control from the Developer to the Owners.

Section 6. Funds Held in Trust. All funds acquired by the Association shall be held in trust for the members of the Association in accordance with the provisions of the Declaration, the Articles and these Bylaws.

ARTICLE III

ASSESSMENTS

Section 1. Annual and Special Assessments. The annual assessments and special assessments shall be set and collected from time to time as provided in the Declaration. The annual and special assessments shall be a charge on the Home Site against which the assessment is made.

ARTICLE IV

MEMBERS AND MEMBERS' MEETINGS

Section 1. Membership. Every Owner shall be a member of the Association. Membership shall be appurtenant to and shall pass with the title to each Home Site, and it may not be separated from the ownership thereof.

Section 2. Annual Meetings. The annual meeting of this Association is to be held each year within sixty (60) days prior to the beginning of the next ensuing fiscal year, on such date and at such time and place in Hillsborough County, Florida, as the Board determines. The Association may also elect through

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vote of the membership or ~~action of~~ the Board of Directors to meet every three months on a regular basis on such date and at such time and place in Hillsborough County, Florida, as the Board determines.

Section 3. Special Meetings. Special Membership meetings may be called at any time by: (i) the President; or (ii) the Board; or (iii) by the written request of Members entitled to cast fifty percent (50%) of all votes eligible to be cast by the Members. The agenda at special meetings shall be confined to the subject matter for which the meeting was called.

Section 4. Notice. Written notice of each Members' meeting shall be given by or at the direction of the Secretary. All notices must specify the place, day, and hour of the meeting and, in the case of special meeting, its purpose.

Section 5. Manner of Notice. Notice of all meetings must be given at least fifteen (15) days in advance to each Member either by personal delivery or by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association. Such notice also must be given to Developer. Mailing or delivery of notice to any co-owner of a Home Site is effective upon all co-owners of such Home Site, unless any co-owner has requested the Association in writing to give notice to such co-owner and furnished the Association with the address to which such notice may be given by mail.

Section 6. Proof of Notice. An affidavit by the person or persons actually giving notice of any meeting, and attested by

the Secretary under this Association's seal, is conclusive upon any person without actual knowledge of any defect in notice as to the regularity of any notice.

Section 7. Waiver of Notice. Notice of any meeting may be waived in writing at any time before, at, or after such meeting; and neither the business transacted at, nor the purpose of, any regular or special meeting need be specified in any written waiver. A Member's attendance at any meeting constitutes a waiver of all defects in notice unless such Member expressly objects at the beginning of such meeting to the transaction of any business because the meeting is not regularly called.

Section 8. Voting. Voting rights of members will be as prescribed in the Declaration.

Section 9. Quorum. The presence of Members entitled to cast one-half (1/2) of the votes eligible to be cast by the Membership constitutes a quorum for all purposes except consideration of any action which requires the presence of Members entitled to cast two-thirds (2/3) of the votes eligible to be cast by the Membership, in which case at least two-thirds (2/3) of the Members shall be present. Once established, a quorum is effective for all purposes notwithstanding the subsequent withdrawal of Members. If the required quorum is not present at any meeting duly called, a majority of the Members present have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the required quorum is present, provided such adjournment is taken within one (1)

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hour following the scheduled time of the meeting.

Section 10. Adjournment. If a meeting otherwise duly called and convened with the requisite quorum present is adjourned to another time or place, notice of the adjourned meeting is not required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting without additional notice and without reconstructing a quorum.

Section 11. Record Date. Any notice of any meeting of the Membership must be given to each Member as shown upon the Association's books on the date such notice is given. Only those Class A Members shown as Class A Members in good standing upon the Association's books on the eleventh (11th) calendar day preceding a meeting are entitled to vote at such meeting, or its adjournment.

*Amended 9/26/95
+4 (getters)*

Section 12. Proxies. Any Member may vote in person or by proxy at any meeting. All proxies are revocable and terminate automatically upon conveyance of title to such Member's Home Site. All proxies must be in writing, signed by the Member, and expire sixty (60) days from the date signed unless otherwise expressly provided. A proxy is not revoked by incompetency or death until the Association receives written notice thereof. If a proxy confers authority upon two or more persons and does not otherwise provide a majority of such proxies present at the

meeting or, if only one is present, then that one, may exercise all powers conferred by the proxy. A proxy expressly may provide for a right of substitution by written designation of the proxy holder. A Member represented by a valid proxy at any meeting is "present" for all purposes. ^{Amended 9/26/95 TS (follows)} ~~(All proxies must be filed with the Secretary of the Association at least forty-eight (48) hours prior to the meeting to which they pertain, or they shall not be considered for that meeting.~~

Section 13. Membership List. A complete list of the Members entitled to vote, and their respective addresses, shall be kept on file at the Association's office, open to inspection by any Member upon reasonable notice.

Section 14. Voting Requirements. Every act and decision done or made by a majority of the Members present at a meeting duly called at which a quorum is present is the act of the Membership, except with respect to any action requiring two-thirds (2/3) vote of the membership as to which the voting requirements of the applicable provision of the Articles or Declaration govern.

ARTICLE V

Board of Directors

Section 1. Number and Composition. Except as expressly provided otherwise, all powers of this Association are exercised by or under the authority of, and the business and affairs of this Association are managed under the direction of, a Board of

Directors consisting of three (3) members. Each Director continues in office until a successor has been elected and qualified, unless such Director sooner dies, resigns, is removed, or is disqualified or otherwise unable to serve. *Amended 9/26/95 #6 follows*

Section 2. Standard of Care. Each Director shall perform all duties as a Director, including duties as a committee member, in good faith and with reasonable diligence

Section 3. Reliance. A Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the following, unless such Director has actual knowledge that reliance is unjustified:

(a) Officers. One or more officers, employees, or managers of this Association whom the Director reasonably believes are reliable and competent in the matters presented.

(b) Professionals. Legal counsel, public accountants, or other persons as to matters which the Director reasonably believes are within such person's professional or expert competence.

(c) Committees. An Association committee duly constituted pursuant to the Declaration, the Articles or these By-Laws, as to matters within designated authority, which committee the Director reasonably believes merits confidence.

Section 4. Compensation. Any Director may be reimbursed by

the Board for actual expenses incurred in the performance of such Director's duties; but no Director may be paid any compensation by this Association for any service rendered to this Association as a Director.

Section 5. Nomination. Subject to the provisions of the Declaration, nomination for election by the Board of Directors may be made from among Members or nonmembers by a Nominating Committee or from the floor at the annual meeting of the Members.

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Section 6. Election. Subject to the provisions of the Declaration, election by the Board of Directors must be by secret written ballot. Each Member may cast as many votes for each vacancy as such Member has under the provisions of these By-laws. The person receiving the largest number of votes for each vacancy is elected. Cumulative voting is not permitted.

Section 7. Removal. Any Director, or the entire Board, may be removed with or without cause by a majority vote of the Members at any meeting called expressly for such purpose.

Section 8. Vacancies. If a Director dies, resigns, is removed, or is disqualified or otherwise unable to serve, the remaining Directors, even if less than a quorum, may fill such vacancy by majority vote. Any appointed Director serves only the unexpired term of his predecessor unless such appointee sooner dies, resigns, is removed, or is disqualified or otherwise unable to serve.

Section 9. Nothing in this Article shall affect the rights of the Declarant under the provisions of the Declaration.

ARTICLE VI

Directors' Meetings

Section 1. Regular Meetings. The Board shall meet regularly as and when necessary for the proper conduct of this Association's affairs, on such dates and at such time and place as are determined at the immediately preceding Board meeting or by standing Board resolution. If the date, time, and place of a regular meeting are not determined by standing resolution, ~~three~~ (3) days' prior notice is required to any Director who did not attend the meeting at which the date, time and place of meeting was determined.

Section 2. Special Meetings. Special Board meetings must be held on not less than one (1) day's prior notice to each Director when called by (i) the President; or (ii) by any three Directors.

Section 3. Quorum. Except where the provisions of the Declaration require action by a greater percentage, a majority of the Directors shall constitute a quorum for all purposes; and every act and decision done or made by a majority of the Directors present at a meeting duly called at which a quorum is present constitutes the act of the Board. Where any provision of the Declaration requires approval by two-thirds (2/3) of the Directors, the full Board constitutes a quorum for such action. Once established, a quorum is effective for all purposes, notwithstanding the subsequent withdrawal of one or more of the Directors.

Section 4. Conflict of Interest. No contract or other transaction between this Association and one or more of its Directors, or any entity in which one or more of this Association's Directors are directors, officers, or financially interested, is void or voidable because of such relationship or interest if:

(a) Such relationship or interest is disclosed or known to the Board of Directors that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of the interested Directors; or

(b) Such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by the requisite vote or written consent; or

(c) Such contract or transaction is fair and reasonable to the Association at the time it is authorized by the Board, or the Members.

Common or interested Directors may be present at the meeting of the Board or membership that authorizes, approves, or ratifies such contract or transaction and may be counted in determining the presence of a quorum at any such meeting without rendering the contract or transaction void or voidable.

Section 5. Adjournment. A majority of the Directors present at any meeting duly called, regardless of whether a

quorum exists, may adjourn such meeting to another time and place, but notice of such adjourned meeting must be given to the Directors not present at the time of adjournment.

Section 6. Presence. Any Director present at a Board Meeting at which action on any matter is taken is presumed to have assented to such action unless such Director (i) votes against such action; or (ii) abstains from voting because of an asserted conflict of interest. A Director's presence at any meeting constitutes a waiver of notice of such meeting and of any and all objections to the place or time of such meeting, or the manner in which it has been called or convened, unless such Director at the beginning of such meeting objects to the transaction of business because the meeting is improperly called or convened.

Section 7. Informal Action. Any Board action that is required or permitted to be taken at a meeting may be taken without a meeting if a written consent to such action is signed by all members of the Board and filed in the minutes of the Board's proceedings. Directors are deemed present at any meeting for all purposes if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other.

ARTICLE VII

Powers of Board of Directors

Section 1. General. The Board has the power to exercise

for and on behalf of this Association all powers, duties and privileges vested in or delegated to this Association and not reserved to its Members by any provision of these By-Laws, the Articles, or the Declaration. Without limitation, the Board may employ all managers, independent contractors, professional advisors, and employees and agents as the Board deems advisable and prescribe their duties and fix their compensation, if any.

Section 2. Rules and Regulations. The Board has the power from time to time to adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of all or any portion of the Common Area and the Association's activities, or either, so long as such rules and regulations are consistent with the rights and duties established by the Articles and the Declaration.

Section 3. Enforcement. For violation of any of its rules or regulations, the Board may: (i) suspend any Member's right to services or privileges provided by this Association; or (ii) require any Member to make restitution to this Association for any loss resulting from any violation; or (iii) both.

Section 4. Suspension of Membership Rights. The Board is authorized, without prior notice, to suspend any Member's voting rights and right to services or privileges provided by this Association, or either, during any period in which such Member is more than thirty (30) days in default in payment of any assessment levied by this Association.

Section 5. Special Assessments. The Board has the power to

determine what, if any, assessments are to be levied pursuant to Article V of the Declaration.

Section 6. Indemnification. The Board has the power to provide indemnification for this Association's officers, directors, employees (including volunteer employees), agents, and Members to the extent and in the manner from time to time permitted by the laws of the State of Florida, except that the Board cannot provide such indemnification for criminal, intentional, or willful misconduct. Except to the extent such determination from time to time is reserved to the membership by the laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive.

Section 7. Vacancies. The Board has the power to declare the office of any Director vacant if such Director is absent from three (3) consecutive Board meetings without justification or excuse.

~~Section 8. Architactural Review Board. After turnover of control of the Association by the Developer, the Board of Directors of the Association shall establish an Architectural Review Board which shall be authorized and empowered to exercise those powers and perform those duties provided in Article VI of the Declaration.~~

ARTICLE VIII

Duties of Board of Directors

Section 1. General. The Board shall supervise all of the

Association's officers, agents, employees (including volunteer employees), committees and contractors and see that their respective duties are properly performed. The Board shall otherwise manage the affairs of this Association as provided in these By-Laws, the Articles and the Declaration.

Section 2. Assessments. The Board shall enforce collection of all assessments owed this Association that remain unpaid by foreclosure, suit, or such other lawful procedure as the Board deems advisable, in addition to imposing the sanctions provided by these By-Laws.

Section 3. Estoppel Certificates. Upon request by any interested person, the Board shall cause an appropriate Association officer to issue a certificate as to the status of assessments or Architectural Review, or both, with respect to any Home Site. Such certificates shall bind this Association as of the date of issuance when properly executed by an appropriate officer. The Board may make a reasonable, uniform charge for issuing such certificates.

Section 4. Financial. With the assistance of this Association's Treasurer, the Board shall prepare an annual budget and financial statements for presentation to the Membership at each annual meeting. The Board also must present a current statement of income and expense when requested in writing by Members entitled to cast at least fifty percent (50%) of the Membership votes outstanding. As and when necessary or appropriate, the Board from time to time also will cause an audit of

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#8 (follows)

this Association's financial affairs to be made by an independent accountant.

Section 5. Insurance. The Board shall procure and maintain in force and effect at all times insurance in compliance with the requirements of the Declaration. The premiums for the foregoing shall be paid from Association funds.

Section 6. Management. The Board may contract with the Developer or any other person to manage the Association's affairs, in whole or in part; but no such management contract may be for a term longer than one year and must be terminable by the Association for cause upon not more than thirty (30) days' prior written notice.

ARTICLE IX

Books and Records

Section 1. Records Enumerated. This Association must keep correct and complete (i) books and records of account; (ii) minutes of the proceedings of its Members and the Board; and (iii) a Membership Record.

Section 2. Formality. No particular formality is required for the minutes of the proceedings of this Association, as long as the nature of the action taken or defeated reasonably can be determined from such record. Failure to maintain proper minutes of any proceeding does not affect its validity if all requirements for any action taken in fact were met.

Section 3. Membership Record. This Association's Member-

ship Record must show (i) the name of each Owner and Co-Owner, if any, (ii) a proper legal description of such Owner's Home Site, (iii) whether such Owner's membership is in good standing, and (iv) the address to which notice is to be given such Owner pursuant to these By-Laws.

Section 4. Book of Resolutions. All resolutions of the Membership or Board, having more than temporary effect shall be compiled from time to time into a Book of Resolutions.

Section 5. Inspection. All books, records, and papers of this Association are open at all times upon reasonable notice for inspection by any Owner, Member, or by the Developer. Upon request, the Association also will furnish to any Owner, Member or the Developer copies (certified, if requested) of any and all of its books, records, and other papers. The Association may make a reasonable, uniform charge for such copies and certification.

ARTICLE X

Officers

Section 1. Enumeration. This Association's regular Officers are a President, Vice President, Secretary and Treasurer, who are elected, at the first Board meeting following each annual meeting, ~~for a term of one year,~~ and until their respective successors are elected and qualified, unless any such officer sooner dies, resigns, is removed, is disqualified or otherwise unable to serve. Officers must be members of the Board of Directors.

Section 2. Special Offices. The Board may appoint such other officers as it deems advisable, each of whom will hold such offices for such period, have such authority, and perform such duties as the Board from time to time determines.

Section 3. Resignation and Removal. Any officer may be removed by the Board with or without cause. A resignation of any officer need not be accepted to be effective. Vacancies are filled by Board appointment.

Section 4. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person simultaneously may hold more than one other regular office, but any regular officer also may hold one or more special office.

Section 5. Duties. The duties of the regular officers are as follows:

(a) President. The President: (i) is entitled to preside at all meetings of the Board and the Membership; (ii) sees that orders and resolutions of the Board are carried out; and (iii) signs all contracts, leases, mortgages, deeds, and other written instruments, and co-signs all checks and promissory notes.

(b) Vice President. The Vice President shall act in place of the President if the President is absent, unable or refuses to act.

(c) Secretary. The Secretary: (i) records the votes and keeps the minutes of all meetings and

proceedings of the Board and the Members; (ii) keeps the corporate seal of this Association and affixes it on all instruments requiring it; (iii) gives notice of all meetings of the Board and Membership; and (iv) keeps the Membership Record as provided in these By-Laws.

(d) Treasurer. The Treasurer: (i) causes the receipt and deposit into appropriate bank accounts of all Association monies and disburses such funds as directed by the Board; (ii) signs all checks and promissory notes of this Association; (iii) keeps proper books of account; (iv) with the assistance of the Board, prepares an annual budget and a statement of income and expense for presentation to the membership at its annual meeting; and (v) reports to the Association on a quarterly basis as to the financial status of the Association.

Any officer additionally may exercise such other powers, and discharge such other duties as the Board from time to time may require or permit.


ARTICLE XI

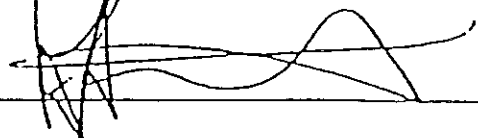
Procedure


Roberts Rules of Order (latest edition) shall govern the proceedings of meetings of the Association, the Board of Directors and its Committees.

ATTESTATION

) IN WITNESS WHEREOF, the undersigned have signed this document for the purpose of authenticating it as the By-Laws of WINDSOR PARK OF TAMPA HOMEOWNER'S ASSOCIATION, INC., a Florida corporation not for profit, as adopted by its Board of Directors this 1st day of August, 1988.







26 Sep 95

ADOPTED AMENDMENTS TO
BYLAWS OF WINDSOR PARK OF TAMPA
HOMEOWNER'S ASSOCIATION, INC.

1. The provisions of Article I Section 7 relating to the initial registered and principal office of the Association are deleted.

2. The provisions of Article IV Section 2 to read as follows:

Section 2. Annual Meetings. The annual meeting of the Association shall be held at such time, place and date as may be determined by the Board of Directors at least sixty (60) days prior to the annual meeting each year. The Board may change the date of the annual meeting as the needs of the membership may require, but in any event an annual meeting shall be held at least every calendar year to elect directors and conduct such other business as may be necessary.

3. The provisions of Article IV Section 9 are amended to read as follows:

Section 9. Quorum. The presence of members entitled to cast twenty-five (25%) of the votes eligible to be cast by the membership shall constitute a quorum for all purposes except where such other higher percentage may be required by the Declaration, these Bylaws or the Articles.

4. The provisions of Article IV Section 11 are amended to read as follows:

Section 11. Record Date. Notice of any meeting of the Membership must be given to each Member either by hand delivery or by United States first class mail at such address as shown upon the Association's books on the date such notice is given.

5. The final sentence of Article IV Section 12 is amended to read as follows:

All proxies must be filed with the Secretary of the Association prior to the meeting to which they pertain.

6. The provisions of Article V Section 1 are amended to read as follows:

Section 1. (N) Composition. Except as expressly provided otherwise, all powers of the Association are to be exercised by or under the authority of the Board of Directors. The Board shall consist of at least three (3) but not more than seven (7) directors as may be determined by the Board at least sixty (60) days prior to the annual meeting provided that the directors shall always consist of an odd number. At the annual meeting immediately following the implementation of this provision, an odd number of directors constituting either a bare minority or bare majority of the Board shall be elected for a two (2) year term. An even number of directors constituting the remainder of the Board shall be elected for a one (1) year term. Thereafter, all terms of directors shall be two (2) years. No change in the size of the Board of Directors shall shorten the term of any properly elected director(s).

7. The provisions of Article V Section 5 are amended to read as follows:

Section 5. Nomination. Nomination for election to Board of Directors may be made from among members by a nominating Committee or from the floor at the annual meeting of the Members.

8. The provisions of Article VIII Section 4 are amended to read as follows:

Section 4. Financial. The Board shall cause a report of the actual receipts and expenditures of the Association for the previous fiscal year and provide same to the membership upon request. The Board shall also have the authority to prepare, or have prepared, such other financial reports as it may determine to be appropriate from time to time including but not limited to an audit, review or compilation.

IN WITNESS WHEREOF, the Board of Directors hereby adopts the above changes this 21st day of September, 1995 at a duly called meeting at which a quorum was present.

WINDSOR PARK OF TAMPA
HOMEOWNERS ASSOCIATION, INC.


Secretary