

**J. S. BAILLIE, JR.**

CERTIFIED PUBLIC ACCOUNTANT  
2133 GRAND BLVD.  
HOLIDAY, FL. 34690  
(813) 937-6650

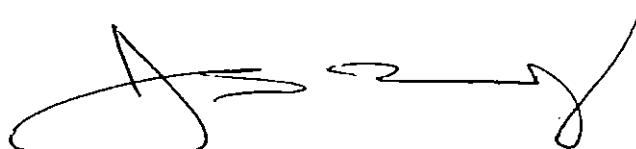
January 27, 1997

Board of Directors  
Homeowners Association of Woodland  
Waters, Inc.  
Elfers, Florida

We have compiled the accompanying Balance Sheet of Homeowners Association of Woodland Waters, Inc. as of December 31, 1996, and the related Statement of Support and Revenue, Expenses, Capital Additions and Changes in Fund Balances, and Statement of Cash Flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of the management of the company. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Respectfully submitted,



J. S. Baillie, Jr.  
Certified Public Accountant

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
BALANCE SHEET  
DECEMBER 31, 1996

UNRESTRICTED FUNDS

ASSETS:

Cash	
Savings	\$ 369
Due from Owners	12,730
Prepaid Expenses	10,945
	<u>839</u>
TOTAL ASSETS:	\$24,883
	=====

LIABILITIES AND FUND BALANCE:

Fund Balance	\$24,883
	<u>\$24,883</u>
TOTAL LIABILITIES AND FUND BALANCE:	\$24,883
	=====

SEE ACCOUNTANT'S COMPILATION REPORT

The accompanying notes are an integral part of this financial statement.

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 1996

Note 1 - Summary of Significant Accounting Policies:

- A. The records of account are maintained and reported under the accrual basis.
- B. All revenues and expenses have been allocated common elements; the association maintains no limited common elements.
- C. The various unrestricted and restricted funds have been established according to the organizational documents of the Association.

Note 2 - Reserves:

Estimates to determine any reserves have not been made and reserves have not been established. No additions or withdrawals were made to any reserves for the current period.

Note 3 - Restricted Funds:

In as much as no restrictions have been placed on funds generated by the Association so far, all funds have been accounted for as unrestricted funds.

Note 4 - Income Taxes:

While exempt under state law, the Association has not yet been determined by the Internal Revenue Service to be a qualifying tax-exempt organization. However, under special federal taxing elections, Revenue Ruling 70-604 allows the Association to carry forward any excess of operating revenues over operating expenses to offset the next year's expenses; an income tax provision has been made on that basis.

Note 5 - Other Information:

- A. Legal expenses for the year are shown net of reimbursements by homeowners of \$949.
- B. Entrance repairs and maintenance for the year are limited by agreement with the developer to \$19,200 for the year 1996. Costs among the various components such as electricity, labor, machinery, etc. are allocated based upon information provided by the developer regarding the actual cost of repairs and maintenance of the entrance to the project.

SEE ACCOUNTANT'S COMPILATION REPORT

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
 STATEMENT OF SUPPORT AND REVENUE, EXPENSES, CAPITAL ADDITIONS  
 AND CHANGES IN FUND BALANCES  
 FOR THE YEAR ENDED DECEMBER 31, 1996

UNRESTRICTED FUNDS

<b>SUPPORT AND REVENUE:</b>		
Owners' Dues	\$17,116	
Owners' Nonconstruction Assessments	17,593	
Developer's Assessments	0	
Interest Income	<u>428</u>	
<b>TOTAL SUPPORT AND REVENUE:</b>		<b>\$35,137</b>
 <b>EXPENSES:</b>		
Insurance	1,438	
Legal	362	
Accounting	600	
Office and Postage	2,173	
Repairs and Maintenance		
Entrance		
Electricity	3,863	
Labor	6,256	
Machinery	4,954	
Materials	1,340	
Pumps	917	
Sprinkler Repair	1,201	
Tree Removal	<u>669</u>	
Total Entrance		19,200
Common Areas & Parks		
Labor	2,004	
Machinery	1,990	
Materials	<u>430</u>	
Total Common Areas & Parks		4,424
Taxes	<u>1,864</u>	
<b>TOTAL EXPENSES:</b>		<b><u>30,061</u></b>
 <b>EXCESS OF SUPPORT AND REVENUE OVER EXPENSES BEFORE CAPITAL ADDITIONS:</b>		 <b>5,076</b>
 <b>CAPITAL ADDITIONS:</b>		 <b><u>-0-</u></b>
 <b>EXCESS OF SUPPORT AND REVENUE OVER EXPENSES AFTER CAPITAL ADDITIONS:</b>		 <b>5,076</b>
 <b>FUND BALANCES, BEGINNING OF THE YEAR:</b>		 <b><u>19,807</u></b>
 <b>FUND BALANCES, END OF THE YEAR:</b>		 <b>\$24,883</b> <b>=====</b>

SEE ACCOUNTANT'S COMPILATION REPORT

The accompanying notes are an integral part of this financial statement.

EXHIBIT "B"

ATTENDANCE REPORT

10/09/97

<u>Class</u>	<u>Eligible</u>	<u>Present</u>	<u>Proxy</u>	<u>Total</u>
A:				
Members	142*	<del>28</del> 30	<del>16</del> 40	<del>69</del> 70
TLJV	28	28	—	28
	170	<del>58</del> 58	40	<del>97</del> 98
B:				
TLJV (44 X 3)	132	132		132
Total:				<del>229</del> 230

(Total Votes by TLJV at meeting - 160)

Members

R/H 34  
 #1 49  
 #2 63  
 146

\* 4 members unpaid dues

TLJV

R/H 4  
 #1 24  
 #2 44  
 72

Proxies Received To Date:

Election of Director  
 Helen Battistrada  
 3 yr term

For: ~~30~~ 32  
 Against: ~~5~~ 4  
 Withheld: 4

Election of Director  
 Cindy L. Vraspir  
 2 yr term

For: ~~46~~ 38  
 Against: -0-  
 Withheld: 2

Election of Director  
 Gary Myers  
 1 yr term

For: ~~30~~ 32  
 Against: ~~8~~ 5  
 Withheld: 3

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 1996

UNRESTRICTED FUNDS

Cash Flows Provided by Operating Activities:		
Cash Received from Homeowners	\$ 32,596	
Cash Paid to Suppliers and Outside Services	(30,061)	
Interest Received	<u>428</u>	
Net Cash Provided by Operating Activities:		\$ 2,963
Cash Flows from Investing Activities:		-0-
Cash Flows from Financing Activities:		<u>-0-</u>
Net Increase in Cash and Cash Equivalents:		2,963
Cash and Cash Equivalents at Beginning of Year:		<u>10,136</u>
Cash and Cash Equivalents at End of Year:		\$13,099 =====
Reconciliation of Net Cash Provided by Operating Activities:		
Excess of Support and Revenue over Expenses after Capital Additions		\$ 5,076
Adjustments to Reconcile Excess of Support and Revenue over Expenses after Capital Additions to Net Cash Provided by Operating Activities		
Increase in Due from Owners	\$( 2,113)	
Total Adjustments		<u>( 2,113)</u>
Net Cash Provided (Used) by Operating Activities:		\$ 2,963 =====

SEE ACCOUNTANT'S COMPILATION REPORT

The accompanying notes are an integral part of this financial statement.

EXHIBIT "C"

1998 BUDGET

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

REVENUES:

Members Assessments - 150 @ \$146.	\$21,900.00
Special Assessments - Non-Construction	6,000.00
Earned Interest	200.00
Carryover from 12/31/97 (estimated)	<u>7,990.00</u>
	<u>\$36,090.00</u>

EXPENSES:

Maintenance of Common Areas	\$24,500.00
Property Taxes	1,700.00
Liability Insurance	1,500.00
Accounting Fees	750.00
Attorney Fees	500.00
Office Services	1,800.00
Postage, Printing, Telephone, etc.	500.00
Corporate Filing Fees	100.00
Miscellaneous	<u>100.00</u>
	\$31,450.00

CASH CARRY FORWARD:

Operating Cash	\$ 640.00
*Contingency	<u>4,000.00</u>
	<u>\$36,090.00</u>

\*Contingency pending possible litigation

RE: Non-construction assessment

EXHIBIT "D"

GARY 32 + 13 + 160  
Myers

$$\begin{array}{r} 32 \\ 13 \\ \hline 160 \\ \hline 205 \end{array}$$

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ROGER GARVIN 18

---

J. WITHHOLDS

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EXHIBIT "E"

September 25, 1997

Mr. Thomas A. Peterson, Secretary  
Homeowners Association of Woodland Waters  
P.O. Box 67  
Elfers, Florida 34680-0067

Dear Mr. Peterson:

Attached is a list of additional Business to be presented by  
Members at the Annual Meeting on October 9, 1997.

Please include these items when preparing the Agenda.

Thank you.

Homeowners of Woodland Waters

ADDITIONAL BUSINESS TO BE PRESENTED BY MEMBERS AT ANNUAL  
MEETING ON OCTOBER 9, 1997:

OLD BUSINESS

Locks and security for Recreation Areas

Crime Watch

List of disbursements from Membership Dues

NEW BUSINESS

Proposal for Special Meeting in four months and then  
Semi-Annual meetings of the Homeowners Association

Request list of voters in Woodland Waters

Form committee for enforcement of By-Laws

Accomodate working voters by rescheduling meetings to  
begin at 6:30 p.m. or later

Open Maintenance Contracts for Bid

Request to set time limit for speakers from the floor

Respectfully submitted:

Homeowners of Woodland Waters

B.R.  
104 5 Woodland Waters Blvd.  
Weeki Wachee, Fl. 34613

**RETURN RECEIPT  
REQUESTED**

**CERTIFIED**

P 209 566 882

**MAIL**



Mr. Thomas A. Peterson Secretary  
Homeowners Association of Woodland Waters  
P.O. Box 67  
Elfers, Florida 34680-0067

Q-27  
10-2  
10-12

ATT: LYNDR A WATSON



MINUTES OF A MEETING OF THE BOARD OF DIRECTORS  
OF HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

September 10, 1997

A regular meeting of the Board of Directors of Homeowners Association of Woodland Waters, Inc., was held on September 10, 1997 at 10:00 a.m. at the Sales Office for Woodland Waters at 10050 Woodland Waters Blvd., Spring Hill.

All of the members of the Board of Directors were present.

The President called the meeting to order and directed the Secretary to read the minutes of the previous Board of Directors meeting. The Secretary read the minutes of the meeting held on September 11, 1996, and, upon motion made and carried, the minutes were approved as read.

A proposed budget for 1998 was presented to the Directors by the President. After a lengthy discussion, and upon motion made and passed, the Budget for 1998, hereto attached to these minutes, was adopted by the Board.

Thereupon it was resolved, upon motion made and carried, that the Homeowner Dues for 1998 shall be set at \$146.00.

The Board of Directors, acting as the Nominating Committee, voted, upon motion made and carried, to nominate three (3) Directors to be elected at the Annual Meeting of the Members to be held October 9, 1997 in order to increase the Board of Directors to five members. One person shall be elected for a three (3) year term, one person shall be elected for a two (2) year term, and one person shall be elected for a one (1) year term. Thereupon, on motion made and carried, the Nominating Committee nominated for a three (3) year term - Helen Battistrada, for a two (2) year term - Cindy L. Vraspir, and for a one (1) year term Gary Myers.

The Board of Directors then discussed the Agenda for the Annual Meeting. It was agreed that proxies again would be authorized for the meeting and that new business to be presented by members would have to be registered with the Secretary not less than ten (10) days prior to the Annual Meeting. The intent of this action would be to make a smoother, more expeditious meeting.

There being no further business to come before this regular meeting of the Board of Directors, after brief general discussion, the meeting adjourned at 11:20 a.m.

  
\_\_\_\_\_  
Thomas A. Peterson, Secretary

1998 BUDGET

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

REVENUES:

Members Assessments - 150 @ \$146.	\$21,900.00
Special Assessments - Non-Construction	6,000.00
Earned Interest	200.00
Carryover from 12/31/97 (estimated)	<u>7,990.00</u>
	<u>\$36,090.00</u>

EXPENSES:

Maintenance of Common Areas	\$24,500.00
Property Taxes	1,700.00
Liability Insurance	1,500.00
Accounting Fees	750.00
Attorney Fees	500.00
Office Services	1,800.00
Postage, Printing, Telephone, etc.	500.00
Corporate Filing Fees	100.00
Miscellaneous	<u>100.00</u>
	\$31,450.00

CASH CARRY FORWARD:

Operating Cash	\$ 640.00
*Contingency	<u>4,000.00</u>
	<u>\$36,090.00</u>

\*Contingency pending possible litigation

RE: Non-construction assessment

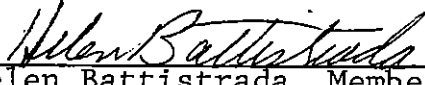
REPORT OF THE NOMINATING COMMITTEE  
HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

September 10, 1997

In a meeting on September 10, 1997, the Board of Directors of Homeowners Association of Woodland Waters, Inc., acting as the Nominating Committee, and upon motion made and carried nominated the following:

For a Three (3) Year Term - Helen Battistrada  
For a Two (2) Year Term - Cindy L. Vraspir  
For a One (1) Year Term - Gary Myers

  
\_\_\_\_\_  
E.F. Swartsel, Member

  
\_\_\_\_\_  
Helen Battistrada, Member

  
\_\_\_\_\_  
Thomas A. Peterson, Member

MINUTES OF THE ANNUAL MEETING  
OF THE MEMBERS OF  
HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
October 10, 1996

The Seventh Annual Meeting of the members of Homeowners Association of Woodland Waters, Inc. was held on October 10, 1996 at 5:30 p.m. at the Senior Citizens Club, 7925 Rhanbuoy Road, Spring Hill, Florida. The meeting was held pursuant to Notice of the Meeting having been mailed to each member of the Association at least three weeks prior to the date of the meeting.

The meeting was called to order by E.F. Swartzel, President of the Association, who welcomed the members and introduced the Officers of the Association and guests at the meeting. He announced that, while a tabulation is being completed of the number of members present in person and represented by proxy, the reading of the minutes of previous meetings would take place.

Thomas Peterson, Secretary of the Association, read the minutes of the sixth annual meeting of the members held on October 12, 1995. Upon motion made, seconded and carried, the minutes were approved as read.

Helen Battistrada, Vice President of the Association, read the minutes of the special meeting of the members held on December 14, 1995. Upon motion made, seconded and carried, the minutes were approved as read.

Howard Richmond and Cindy Vraspir, who served as Registrars for the meeting, reported that for Class A Voting Memberships, there were thirty-nine (39) members who were present in person and forty-two (42) members were represented by proxy, for a total of eighty-one (81) of the one hundred thirty-four (134) eligible and Tooke Lake Joint Venture was present with twenty-nine (29) eligible votes for a total of one hundred ten votes present of one hundred sixty-three eligible, constituting a quorum of Class A votes. They reported that, for Class B voting membership, Tooke Lake Joint Venture was present with one hundred sixty-two (162) eligible votes, constituting a quorum of Class B votes. The President then declared that there



was a quorum present of both Class A and Class B votes.

Copies of the Annual Financial Statement for the year ended December 31, 1995 were distributed to the Members and thereupon the President reviewed the statement with them. After several questions and comments, the motion was made, seconded and carried requiring that Annual Financial Statements hereafter be accompanied by itemized breakdowns of expense items, where applicable. Thereupon, on motion made and carried, the Annual Financial Statement was accepted as presented. A copy of the Annual Financial Statement is attached to these minutes.

The President then reported on Failure-to-Construct Assessments to date, noting that for first-year assessments, \$18,000.00 has been levied and paid; for second-year assessments, \$16,375.58 has been levied and paid; for third-year assessments, \$11,405.90 has been levied and paid; and for fourth-year assessments, \$4,327.53 has been levied and paid, for a total of \$50,109.01 in Failure-to-Construct Assessments paid to date. He also stated that two liens are outstanding for first-year failure-to-construct assessments unpaid; three liens are outstanding for second-year; two liens are outstanding for third-year; and three liens are outstanding for fourth-year, for a total of ten liens outstanding and unpaid at this time for failure to pay the assessments. The Covenants of the Association relating to the failure to construct a residence within the required time and the administration of assessing when necessary were explained for the benefit of new members.

The President reported on the results of the drive to secure the necessary Joinder and Consent Affidavits from Members to change the Covenants for Phase One to allow new purchasers of lots five years to construct residences as is being allowed in Phase Two, noting that the Affidavits received were far short of the necessary 75% required to affect a change. He appealed to the membership for a resolution to approve the change by Amendment and attempt further to get the necessary number of Joinder and Consent Affidavits. After a brief period of questions and comments on the proposal, the resolution was made, seconded and carried to approve the Amendments and to seek the required 75% of owners consent by signed

affidavits.

Copies of the Budget for 1997 which was approved by the Board of Directors on September 11, 1996 were distributed to the Members and reviewed by the President with them. A copy is attached to these minutes.

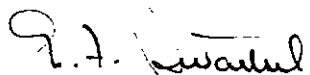
Vice President Helen Battistrada gave the Report of the Nominating Committee, nominating E.F. Swartsel to Director of the Association for a three-year term to succeed himself. There were no nominations from the floor and upon motion made, seconded and carried, E.F. Swartsel was elected as Director for a three-year term. The Report of the Nominating Committee is attached to these minutes.

The President made several comments and announcements of interest to the Association concerning corrections and updates of the Membership Roster, weed control in the lakes, and possible boat identification of members' boats being used in the lakes. Thereupon a lengthy discussion followed involving security in Woodland Waters, with several reports being made of recent occurrences of vandalism and nighttime disturbances. A committee was formed by volunteers, who had expressed the most concern, to investigate possible solutions that might be considered to make Woodland Waters more secure and crime free.

There being no further business to come before this meeting, on motion made and carried, it adjourned at 8:15 p.m.

  
\_\_\_\_\_  
Thomas A. Peterson, Secretary

Approved:

  
\_\_\_\_\_  
E.F. Swartsel, President

HOMEOWNERS ASSOCIATION OF WOODLAND  
WATERS, INC.  
FINANCIAL STATEMENTS  
DECEMBER 31, 1995

**J. S. BAILLIE, JR.**

CERTIFIED PUBLIC ACCOUNTANT  
2153 GRAND BLVD.  
HOLIDAY, FL 34690  
(813) 937-6650

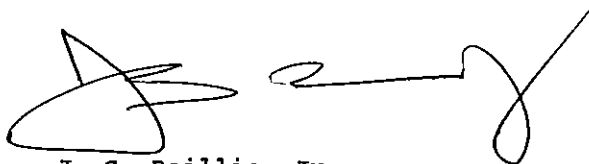
January 24, 1996

Board of Directors  
Homeowners Association of Woodland  
Waters, Inc.  
Elfers, Florida

We have compiled the accompanying Balance Sheet of Homeowners Association of Woodland Waters, Inc. as of December 31, 1995, and the related Statement of Support and Revenue, Expenses, Capital Additions and Changes in Fund Balances, and Statement of Cash Flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of the management of the company. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Respectfully submitted,

A handwritten signature in black ink, consisting of a large, stylized initial 'J' followed by a series of loops and a long horizontal stroke.

J. S. Baillie, Jr.  
Certified Public Accountant

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
BALANCE SHEET  
DECEMBER 31, 1995

UNRESTRICTED FUNDS

ASSETS:	
Cash	\$ 1,128
Savings	9,008
Due from Owners	8,832
Prepaid Expenses	<u>839</u>
TOTAL ASSETS:	\$19,807 =====
LIABILITIES AND FUND BALANCE:	
Fund Balance	<u>\$19,807</u>
TOTAL LIABILITIES AND FUND BALANCE:	\$17,704 =====

SEE ACCOUNTANT'S COMPILATION REPORT

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HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
 STATEMENT OF SUPPORT AND REVENUE, EXPENSES, CAPITAL ADDITIONS  
 AND CHANGES IN FUND BALANCES  
 FOR THE YEAR ENDED DECEMBER 31, 1995

UNRESTRICTED FUNDS

SUPPORT AND REVENUE:

Owners' Dues	\$13,182
Owners' Nonconstruction Assessments	18,463
Developer's Assessments	0
Other Income	<u>2,888</u>

TOTAL SUPPORT AND REVENUE: \$34,533

EXPENSES:

Insurance	2,114
Legal and Accounting	2,170
Miscellaneous	583
Office and Postage	1,881
Repairs and Maintenance	24,024
Taxes	<u>1,658</u> <span style="font-size: 2em; vertical-align: middle;">?</span>

TOTAL EXPENSES: 32,430

EXCESS OF SUPPORT AND REVENUE OVER  
 EXPENSES BEFORE CAPITAL ADDITIONS: 2,103

CAPITAL ADDITIONS: -0-

EXCESS OF SUPPORT AND REVENUE OVER  
 EXPENSES AFTER CAPITAL ADDITIONS: 2,103

FUND BALANCES, BEGINNING OF THE YEAR: 17,704

FUND BALANCES, END OF THE YEAR: \$19,807

SEE ACCOUNTANT'S COMPILATION REPORT

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HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 1995

UNRESTRICTED FUNDS

Cash Flows Provided by Operating Activities:		
Cash Received from Homeowners	\$ 33,611	
Cash Paid to Suppliers and Outside Services	(31,170)	
Interest Received	<u>755</u>	
Net Cash Provided by Operating Activities:		\$ 3,196
Cash Flows from Investing Activities:		-0-
Cash Flows from Financing Activities:		<u>-0-</u>
Net Increase in Cash and Cash Equivalents:		3,196
Cash and Cash Equivalents at Beginning of Year:		<u>6,940</u>
Cash and Cash Equivalents at End of Year:		\$10,136 =====
Reconciliation of Net Cash Provided by Operating Activities:		
Excess of Support and Revenue over Expenses after Capital Additions		\$ 2,103
Adjustments to Reconcile Excess of Support and Revenue over Expenses after Capital Additions to Net Cash Provided by Operating Activities		
Increase in Due from Owners	\$( 167)	
Decrease in Inventories	584	
Decrease in Prepaid Expenses	<u>676</u>	
Total Adjustments		<u>1,093</u>
Net Cash Provided by Operating Activities:		\$ 3,196 =====

SEE ACCOUNTANT'S COMPILATION REPORT

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HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 1995

Note 1 - Summary of Significant Accounting Policies:

- A. The records of account are maintained and reported under the accrual basis.
- B. All revenues and expenses have been allocated common elements; the association maintains no limited common elements.
- C. The various unrestricted and restricted funds have been established according to the organizational documents of the Association.

Note 2 - Reserves:

Estimates to determine any reserves have not been made and reserves have not been established. No additions or withdrawals were made to any reserves for the current period.

Note 3 - Restricted Funds:

In as much as no restrictions have been placed on funds generated by the Association so far, all funds have been accounted for as unrestricted funds.

Note 4 - Income Taxes:

While exempt under state law, the Association has not yet been determined by the Internal Revenue Service to be a qualifying tax-exempt organization. However, under special federal taxing elections, Revenue Ruling 70-604 allows the Association to carry forward any excess of operating revenues over operating expenses to offset the next year's expenses; an income tax provision has been made on that basis.

SEE ACCOUNTANT'S COMPILATION REPORT



1997 BUDGET

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

REVENUES:

Members Assessments - 143 @ \$133.00	\$19,019.00
Special Assessments - Non-Construction	13,000.00
Carryover from 12/31/96 (estimated)	12,353.00
Earned Interest	<u>600.00</u>
	<u>\$44,972.00</u>

EXPENSES:

Maintenance of Common Areas	\$24,500.00
Property Taxes	1,650.00
Liability Insurance	1,450.00
Accounting Fees	600.00
Attorney Fees	500.00
Office Services	1,800.00
Postage, Printing, Telephone, etc.	750.00
Corporate Filing Fees	100.00
Miscellaneous	<u>100.00</u>
	\$31,450.00

CASH CARRY FORWARD:

Operating Cash	\$ 522.00
* Reserve	<u>13,000.00</u>
	\$13,522.00
	<u>\$44,972.00</u>

\* Reserved pending possible litigation  
 RE: Non-construction assessment

ATTENDANCE REPORT

10/10/96

<u>Class</u>	<u>Eligible</u>	<u>Present</u>	<u>Proxy</u>	<u>Total</u>
A:				
Members	134	39	<del>50</del> 42	81
TLJV	<u>29</u>	<u>29</u>	<u>          </u>	<u>29</u>
	163	68	42	110
B:				
TLJV (54 X 3)	162	162	---	162

(Total Votes by TLJV at meeting - 191)

R/H = 33  
 #1 = 49  
 #2 = 53  
135

Joinder & Consent Forms

Yes = 51  
 No = 6

57 Received Back  
 3 Re-sold

T/L

R/H = 5  
 #1 = 24  
 #2 = 54

PROXIES AS OF 10/10/96

Proxies received in office	<del>49</del>	42
Mayott received in W/W	<u>1</u>	
Total	50	

Proposal #1:

Yes	<del>36</del>	29
No	8	7
Withheld	6	6

Proposal #2:

Yes	<del>35</del>	28
No	12	11
Withheld	3	3

Proposal #3:

Yes	<del>34</del>	27
No	12	11
Withheld	4	4

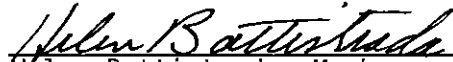
REPORT OF THE NOMINATING COMMITTEE  
HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

September 11, 1996

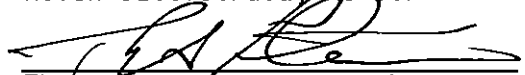
In a meeting on September 11, 1996, the Board of Directors of Homeowners Association of Woodland Waters, Inc., acting as the Nominating Committee, and upon motion made, seconded, and passed, nominated E. F. Swartzel to be elected Director for a three-year term of the Homeowners Association of Woodland Waters, Inc.



E. F. Swartzel, Member



Helen Battistrada, Member



Thomas A. Peterson, Member

MINUTES OF A MEETING OF THE  
BOARD OF DIRECTORS OF HOMEOWNERS ASSOCIATION  
OF WOODLAND WATERS, INC.

September 11, 1996

A regular meeting of the Board of Directors of Homeowners Association of Woodland Waters, Inc. was held at the Sales Office for Woodland Waters at 10050 Woodland Waters Blvd., on September 11, 1996 at 10:00 a.m.

The President called the meeting to order and asked the Secretary to read the minutes of the previous meeting of the Board held on September 13, 1995. The minutes were read and, upon motion duly made and carried, approved as read.

The President present the Proposed Budget for 1997 to the Board for review and approval along with the 1996 Budget and Projected Totals. After reviewing and discussing the presentation in detail, upon motion made and carried unanimously, the Budget for 1997, as proposed, was approved. A copy of the proposed budget along with comparative figures as presented is attached to these minutes.

It was resolved, upon motion made and unanimously carried, to set the regular homeowner dues for 1997 at \$133.00 per member.

The Board of Directors, acting as a Nominating Committee, upon motion made and carried, nominated E.F. Swartsel to serve as a Director for a three-year term; such nomination to be presented to the Annual Meeting of the Members to be held on October 10, 1996.

The Agenda for the Annual Meeting of the Members was discussed by the Board and it was agreed to again attempt a vote on a change in the Declaration of Woodland Waters, Phase One to require the building of a residence on a lot by the owner in five years, instead of the present three years, or be assessed a penalty for non-construction. The Board also approved the mailing of proxies for the Annual Meeting for use by members not attending the meeting.

After brief discussions on other matters of interest to the community, upon motion made and carried, the meeting adjourned at 11:20 a.m.

Approved:

  
\_\_\_\_\_  
E.F. Swartsel, President

  
\_\_\_\_\_  
Thomas A. Peterson, Secretary

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

Proposed Budget - 1997

	<u>1996 Budget</u>	<u>1996 Projected Totals</u>	<u>1997 Budget (Proposed)</u>
<u>Revenues:</u>			
Homeowner Dues	16,625.	17,000.	19,019.
Special Assessments	14,000.	15,026.	13,000.
Carryover from Previous Year	10,978.30	10,136.	12,353.
Earned Interest	<u>600.</u>	<u>432.</u>	<u>600.</u>
	42,203.30	42,594.	<u>44,972.</u>
<u>Expenses:</u>			
Maintenance of Common Areas	22,950.	24,084.	24,500.
Property Taxes	1,436.	1,653.	1,650.
Liability Insurance	1,450.	1,438.	1,450.
Accounting Fees	600.	600.	600.
Office Services	1,200.	1,200.	1,800.
Attorney Fees	500.	300.	500.
Corp. Filing Fees	150.	78.	100.
Postage, Printing, Telephone, etc.	500.	888.	750.
Miscellaneous	<u>175.</u>	<u>-0-</u>	<u>100.</u>
	28,961.	30,241.	31,450.
Reserve	13,000.	12,000.	13,000.
Estimated Carryover	<u>242.30</u>	<u>353.</u>	<u>522.</u>
	<u>42,203.30</u>	<u>42,594.</u>	<u>44,972.</u>

MINUTES OF A SPECIAL MEETING OF THE  
MEMBERS OF HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

December 14, 1995

A special meeting of the members of Homeowners Association of Woodland Waters, Inc. was held on December 14, 1995 at 7:00 p.m. at the Senior Citizens Club, 7925 Rhanbuoy Road, Spring Hill, Florida, pursuant to notice having been mailed thirty (30) days in advance of the meeting to each member of the Association.

President E.F. Swartzel called the meeting to order and announced that, pursuant to a resolution that was passed at the Annual Meeting of the Association held on October 12, 1995, this meeting is called to consider a proposal made as a recommendation by a nine person committee appointed by the President pursuant to the aforementioned resolution.

The President introduced the Committee which included, in addition to the President, Helen Battistrada, Tom Fahey, Peter Gradeff, Bob LaRose, Clyde Minchey, Tim Quigley, Howard Richmond, and Cindy Vraspir. The President also noted that Paul H. Nessler, Jr., attorney for the Association, was present at the Committee meeting and this meeting.

President Swartzel stated that the Committee met on November 1, 1995 and reviewed options that are available for consideration in regard to the requirement for construction of a residence in Woodland Waters within two (2) years in Phase One and within five (5) years in Phase Two. After careful consideration, the Committee voted unanimously to propose to the Members at a Special Meeting of the Members to be called for this date, December 14, 1995, a resolution be adopted amending Paragraph 4 of the Declaration of Covenants, Conditions and Restrictions of Woodland Waters, Phase One, as follows:

4. Construction of a residential dwelling on each lot must commence within five (5) years from the date that the lot is purchased from the Developer. In the event that construction does not commence on the lot within five (5) years from the date of purchase, the Homeowners Association of Woodland Waters, Inc. shall be empowered to assess the owner(s) of said lot a penalty of not less than One Thousand and no/100 Dollars (\$1000.00) for each twelve (12) month period or fraction thereof that construction has not commenced on said lot. The foregoing assessment, if imposed, shall be a lien on the property and shall carry the same lien encumbrance as any other lien under Florida Statutes. These modifications are to be applied prospectively only and have no affect on assessments that have become due or for which liens have been filed prior to the effective date of this amendment.

and Article IV, Section 4 of the Declaration of Additional Covenants, Conditions and Restrictions of Woodland Waters, Phase one, as follows:

ARTICLE IV.

Section 4. Assessment for Failure to Construct: As set forth in Paragraph #4 of the Declaration of Covenants, Conditions and Restrictions, an assessment shall be levied by the Association against a lot owner who fails to commence construction of a residential dwelling on the lot within five (5) years from the date of purchase of the lot. These modifications are to be applied prospectively only and have no affect on assessments that have become due or for which liens have been filed prior to the effective date of this amendment.

Thereupon, a motion was made and seconded that the aforestated resolution as recommended by the Committee be adopted. A brief discussion on the motion followed with several questions and comments.

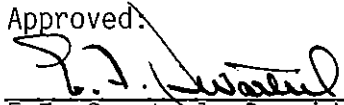
The President called for a recess for the voting on the Resolution by written ballot which was given to each member upon registration at the meeting. He announced that proxy ballots are acceptable when accompanied by a written proxy and also written absentee ballots when signed by the member will be included. The President stated that the Declarent, Tooke Lake Joint Venture, would abstain from voting on this particular resolution.

Tim Quigley and Bob LaRose were appointed as Pollsters for the collection and counting of the Ballots. After the ballots were counted, the pollsters reported that there were twenty-seven (27) votes in favor of the resolution and three (3) votes in opposition to the resolution. There were no abstentions by the members voting. A certification by the Pollsters of the voting is attached to these minutes.

The President announced that the Resolution passed and that, further, a Joinder and Consent will be forwarded to each Member of the Association so that the required seventy-five (75%) per cent consent of the owners may be attained.

Since no other business could be brought before this Special Meeting, after several announcements by the President, and, upon motion made and carried, the meeting adjourned at 7:35 p.m.

  
\_\_\_\_\_  
Helen Battistrada, Acting Secretary

Approved:  
  
\_\_\_\_\_  
E.F. Swartsel, President



SPECIAL MEETING

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

December 14, 1995

REPORT OF VOTING

Having been duly appointed as Pollsters for the purpose of counting the ballots at this Special Meeting of Homeowners Association of Woodland Waters, Inc. and, having collected and counted the ballots, we do hereby report that there were 27 votes in favor of the Resolution and that there were 3 votes in opposition to the Resolution. There were 0 who astained from voting.

(Signed) Tim Dugley  
Name Printed: TIM DUGLEY

(Signed) Robert White Rose  
Name Printed: \_\_\_\_\_

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

COMMITTEE MEETING

November 1, 1995

Present:

Eddie Swartzel, Chairman

Helen Battistrada, Committee Member

Tom Fahey, Committee Member

Peter Gradeff, Committee Member

Bob LaRose, Committee Member

Clyde Minchey, Committee Member

Tim Quigley, Committee Member

Howard Richmond, Committee Member

Cindy Vraspir, Committee Member

Paul H. Nessler, Attorney for the Association

The above-named committee met in the office of Attorney Paul H. Nessler, Jr. on November 1, 1995 at 3:00 p.m. for the purpose of discussing and making a recommendation as to Section 4 of the Declaration of Covenants, Conditions and Restrictions of Woodland Waters Phase One and Phase Two which relates to the requirement to construct a residence on a lot after purchase.

The Committee reviewed and discussed in detail the restrictions as they presently exist in regard to the requirement that a residence be constructed in Phase One within two years from date of purchase from the Developer or assessments would be imposed on the owner whereas a lot purchaser in Phase Two has five years from date of purchase in which to begin construction before penalties would be assessed. The Committee was made aware of the lot owners who have been assessed penalties and the present status of each by reviewing a schedule of owners involved which is attached to these minutes.


After a thorough review, the Committee concluded that three options existed for consideration: (1) Leave the Restrictions as they presently exist; (2) Eliminate the requirement to build altogether; or, (3) Change the present restrictions for Phase One to be consistent with Phase Two.

Thereupon, by unanimous vote of the Committee Members, it was agreed that, whereas Options 1 and 2 are not in the best interests of the homeowners in Woodland Waters or the Homeowners Association, Option 3 will be recommended to the Members

at a special meeting called for the express purpose of voting on the recommendation to be held December 14, 1995 at 7:00 p.m. at the Senior Citizens Club, Spring Hill. Further, the recommendation will state that the change will be effective as of the date that the resolution is passed by the Members of the Association and there shall be no retroactive credits for assessments levied prior to that date. All other provisions of Section 4 of the Declarations shall remain in full force and effect.

The Committee agreed that voting at the Special Meeting on the Resolution should be by written ballot, no other business may come before the Special Meeting, and a two-minute time limit be placed on comments by individual members.

The meeting adjourned at 4:30 p.m.

  
\_\_\_\_\_  
E.F. Swartzel, Chairman

<u>DATE PURCHASED</u>	<u>NAME/ LOT &amp; BLOCK</u>	<u>1st Yr</u>	<u>2nd Yr</u>	<u>3rd Yr</u>
12/89	Messana Lt 5 Bk 2 W/W	1,000.	1,000.	1,000.
02/90	Minckler/Vance Lt 4 Bk 8 W/W	1,000.	1,000.	972.70
03/90	Evans Lt 5 Bk 12 W/W	1,000.	1,000.	1,000.
03/90	Padova/Tooke Lake Lt 3 Bk 3 W/W	1,000.	1,000.	-----
<del>04/90</del>	<del>Administrative Homes Lt 11 Bk 1 W/W</del>	<del>1,000.</del>	<del>Lien 6/94</del>	<del>Lien 5/95</del>
04/90	Cole/Netwig Lt 1 Bk 7 W/W	1,000.	374.01	
04/90	Medeiros/Roche & Woodson Lt 4 Bk 1 R/H	1,000.	1,000.	613.76
04/90	Nist Lt 6 Bk 1 R/H	1,000.	1,000.	1,000.
05/90	Community Bk/Young Lt 3 Bk 8 W/W	Foreclosure	1,000.	432.92
<del>/90</del>	<del>Goldring Lt 10 Bk 11 W/W</del>	<del>1,000.</del>	<del>1,000.</del>	<del>351.00 Lien 7/95</del>
<del>07/90</del>	<del>Hayes Lt 4 Bk 2 R/H</del>	<del>1,000.</del>	<del>Lien 9/94</del>	<del>Lien 9/95</del>
09/90	Bowen Lt 3 Bk 2 R/H	1,000.	1,000.	Billed
10/90	Wiesenthal Lt 1 Bk 3 W/W	1,000.	1,000.	Billed
12/90	Stout/Bosell Lt 18 Bk 1 W/W	Foreclosure	720.62	
02/91	Swartz Lt 14 Bk 8 R/H	1,000.	1,000.	
03/91	Pesce/Shanks Lt 9 Bk 8 W/W	Foreclosure	575.30	
<del>11/91</del>	<del>Wilson Lt 8 Bk 8 W/W</del>	<del>Lien 1/95</del>		
<del>12/91</del>	<del>Lopes Lt 3 Bk 12 W/W</del>	<del>Lien 2/95</del>		
03/92	Piroux Lt 15 Bk 1 W/W	1,000.		

DATE  
PURCHASED

NAME/  
LOT & BLOCK

1st Yr

2nd Yr

3rd Yr.

<u>DATE</u> <u>PURCHASED</u>	<u>NAME/</u> <u>LOT &amp; BLOCK</u>	<u>1st Yr</u>	<u>2nd Yr</u>	<u>3rd Yr.</u>
<del>02/92</del>	<del>Maynard Lt 9 Bk 1 W/W</del>	<del>Lien 9/95</del>		
02/93	Kelly Lt 1 Bk 8 W/W	1,000.		
07/93	Brooks Lt 22 Bk 7 W/W	Extension Pending		
08/93	Maynard Lt 9 Bk 1 W/W	Extension 8/96		
		15,000.	12,669.93	5,370.38

Total Paid \$33,040.31

~~02/92~~ - Lien in force

- Assessments Running

~~07/93~~ - in one-year extension

blank - Assessments no longer applicable

MINUTES OF THE ANNUAL MEETING  
OF THE MEMBERS OF  
HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.  
October 12, 1995

The Sixth annual meeting of the members of Homeowners Association of Woodland Waters, Inc. was held on October 12, 1995 at 5:30 p.m. at the Senior Citizens Club, 7925 Rhanbuoy Road, Spring Hill, Florida. The meeting was held pursuant to notice of the meeting having been mailed to each member of the Association at least three weeks prior to the date of the meeting.

The meeting was called to order by E.F. Swartzel, President of the Association, who welcomed the members and introduced the Officers of the Association and guests at the meeting. He announced that Secretary Tom Peterson was unable to attend the meeting and that Mark E. Swartzel would serve as Acting Secretary for the meeting.

There were forty-four (44) members present at the meeting in person of the one hundred eleven (111) <sup>(Class A)</sup> eligible and the declarant, Tooke Lake Joint Venture, was present and represented two hundred forty-nine (249) <sup>(Class A - 33, Class B - 216)</sup> votes. There were no written proxies presented. The President announced that there was a quorum.

The President asked Acting Secretary Mark E. Swartzel to read the minutes of the fifth annual meeting of the Association which was held on October 13, 1994. The minutes were read and, there being no corrections, additions or deletions, were approved as read upon motion made, seconded and carried.

Copies of the Financial Statement of the Association for the year ended December 31, 1994 were distributed to the members and reviewed and discussed in detail. Questions posed by members concerning interest earned, assessments collected, insurance liability limits and property

taxes were addressed by the President. The Financial Statement was accepted as presented upon motion made, seconded and carried. A copy of the Financial Statement is attached to and forms a part of these minutes.

The President reported to the Members on the administration of the Failure-to-Construct Assessment, noting that \$33,040.31 has been paid to date by members for assessments levied pursuant to Article 4 of the Declaration of Covenants, Conditions and Restrictions of Woodland Waters, Phase One. In addition, there are currently eight (8) liens filed on lots due to members having failed to pay the assessment. The President stated that there has been no further action in the notice of intent to challenge the enforcement of the restriction that was reported at the last annual meeting, however, a suit has been filed in Small Claims Court by a member upon whose lot a lien has recently been filed. A pre-trial conference on that case is scheduled for 10/30/95. Several questions were posed by members to the President and also the Association's attorney, Paul Nessler, regarding the differences in Phase One and Two in the time requirement to construct a residence after purchase and also the legality of enforcement of the assessment for failure-to-construct. Comments were made by several members on the subject. Thereupon the motion was made, seconded and passed that a committee be appointed, consisting of not less than nine (9) members, including two (2) from the Board of Directors, to study and review the Declaration of Covenants, Conditions and Restrictions of Woodland Waters, Phase One and Phase Two; and the Declaration of Additional Covenants, Conditions and Restrictions of Woodland Waters, Phase One and Phase Two (as amended) and to make a proposal or recommendation to the Members

at a Special Meeting of the Association called for that purpose in not more than ninety (90) days from this date.

Copies of the Budget for 1996, which was approved by the Board of Directors on September 13, 1995, were distributed to the Members and several questions thereon were answered by the President. A copy of the Budget is attached to and forms a part of these minutes.

The President then presented a Supplemental Declaration to the Declaration of Additional Covenants, Conditions and Restrictions of Woodland Waters, Phase One and Phase Two amending Article IV, Section 7 of each of the Declarations as follows:

- (d) Cap on maximum annual assessment. The maximum annual assessment shall never exceed \$200.00 unless this amount is increased above \$200.00 by a vote of two-thirds (2/3rds) of all voting members who are voting in person or by proxy at a meeting duly called for this purpose.

The President advised the Members that the Supplemental Declaration is proposed and recommended by the Board of Directors. Thereupon, on motion made, seconded and passed unanimously, the Supplemental Declaration was approved. A copy of the Supplemental Declaration is attached to these minutes.


Vice President Helen Battistrada made the Report of the Nominating Committee which nominated Thomas A. Peterson for election as a Director for a three-year term. The President asked if there were any nominations from the floor. There were none and, upon a vote, Thomas A. Peterson was unanimously elected as a Director for a three-year term.

The President opened the meeting to members' questions and comments. Several members spoke to the meeting on matters they felt of concern for the betterment of the Association and community.



MINUTES  
October 12, 1995  
Page -4-

There being no further business to come before the meeting, on motion made and carried, the meeting adjourned at 7:45 p.m.

  
\_\_\_\_\_  
Mark E. Swartzel, Acting Secretary

Approved:  
  
\_\_\_\_\_  
E.F. Swartzel, President

HOMEOWNERS ASSOCIATION OF WOODLAND  
WATERS, INC.  
FINANCIAL STATEMENTS  
DECEMBER 31, 1994