

**BY-LAWS
OF
WOODLANDS ASSOCIATION, INC.
(A Florida Non-Profit Corporation)**

**ARTICLE I
General**

Section 1. The name of the corporation shall be Woodlands Association, Inc.

Section 2. The principal address shall be located at 51 Forest Lane, Eustis, Florida 32726, or at such other place as may be subsequently designated by the Board of Directors.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Section 4. Whenever required, the masculine shall include the feminine and/or neuter and the singular shall include the plural.

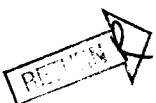
**ARTICLE II
Membership**

Section 1. This corporation has been organized for the purpose of operating a residential development which will be known as The Woodlands at Harbor Island Villas.

Section 2. All owners of lots in said development shall automatically become members of this corporation upon acquisition of the ownership interest, as provided in the Articles of Incorporation.

Section 3. All present or future owners, tenants, and/or guests, or their employees, or any other person that might use the facilities of the project in any manner, are subject to the regulations set forth in these By-Laws, the Charter of the Corporation operating the project, and Declaration of Covenants and Restrictions, in connection therewith. The mere acquisition or rental of any lot within the project or the mere act of occupancy of any such lots will signify that these By-Laws, Charter provisions and regulations in the Declaration of Covenants and Restrictions are accepted, ratified, and will be complied with.

**WOODLANDS ASSOCIATION INC
51 FOREST LANE
EUSTIS FL 32726**



ARTICLE III
Meetings of Members

Section 1. The annual meeting of the members shall be held on the second Tuesday in December of each year. If such date is a legal holiday, then the meeting shall be held on the next regular business day. At each annual meeting, the members shall elect a Board of Directors and transact any other business which may properly come before it. Such meeting shall be held at such other place as is stated in the notice of such annual meeting.

Section 2. It shall be the duty of the President to call a special meeting of the owners at any time as directed by resolution of the Board of Directors or upon a petition signed by the owners of ten (10) lots being presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of a majority of the votes present, either in person or by proxy. Such meeting shall be held at such place as is stated in the notice of such special meeting.

Section 3. Written notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each member not less than fifteen (15) days before the date of the meeting. Unless a member waives in writing the right to receive notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each member.

Section 4. The President or, in his absence, the Vice President shall preside at all such meetings.

Section 5. If a lot is held jointly by more than one owner, the joint owners shall file with the Secretary of this corporation before each meeting the name of the joint owner authorized to cast the vote for the lot. Owners of less than one full lot, i.e., one-half (½) lot, will have partial voting rights of one-half (½) vote. Votes may be cast either in person or by proxy. All proxies shall be in writing and shall be filed with Secretary and by him entered of record in Minutes of the meeting. A proxy may be given only to another member of the corporation. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. Every proxy shall be revocable at any time at the pleasure of lot owner executing it.

Section 6. A quorum for the transaction of business at any such meeting shall consist of a majority of the membership interests of the corporation, but the members present at any meeting, though less than quorum, may adjourn the meeting to a future time not more than forty-eight (48) hours from the time the original meeting was called. When a quorum is present at any meeting, the holders of a majority of the voting rights present at any meeting, the holders of a majority of the voting rights present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of Florida law, the Declaration of Covenants and Restrictions or the By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7. A complete list of members entitled to vote and certified by the Secretary of the corporation and such list shall indicate number of votes of each member. Only those persons whose names appear on such certified list shall be entitled to vote in person or by proxy at such meeting.

ARTICLE VI Board of Directors

Section 1. The business and property of the corporation shall be managed by a Board of five (5) directors.

Section 2. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a majority vote of the owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 3. The annual meeting of the Directors shall be held at the same place as the members' meeting and immediately after the adjournment of same.

Section 4. Special meetings of the directors may be held at such time and place as the Directors may designate. Such meetings may be called by the President or by the Vice President in the absence of the President or by any two members of the Board.

Section 5. Notice for any regular meeting shall be given to each director, personally or by mail, electronic communication, telephone or telegraph, at least ten (10) days prior to the day named for such meeting and personally or by mail, electronic communication, telephone or telegraph, at least three (3) days prior to the day named in the case of special meetings. The notice for any special meeting shall state the meeting time, place and purpose of the meeting. Notice of any meeting where assessments against lot owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 6. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 7. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 8. The Directors shall elect the officers of the corporation at the Directors' meeting following each annual meeting by the Directors from their own members of the Board of Directors. An officer may be removed at any time by a majority vote of the full Board of Directors.

Section 9. Directors or officers shall receive no compensation for their services in such capacity, but a Director or officer shall not be precluded from receiving compensation for any services rendered to the corporation in another capacity.

Section 10. The Board of Directors shall prepare a proposed annual budget in advance for the coming fiscal year showing anticipated income and operating expenses, a copy of which proposed budget shall be mailed to each member at least fifteen (15) days prior to the board meeting at which it will be considered for adoption, which shall be the annual meeting of the Directors. Also, the Board of Directors may assess a special assessment after giving written notice by mail or hand-delivery to each of the members of the Association no less than fifteen (15) days prior to a special meeting for no other purpose than the consideration of the special assessment. The meeting shall be an open meeting at which the Board of Directors shall receive consideration of the members, however, the vote whether or not to impose a special assessment shall be by a majority vote of the Board of Directors.

Section 11. At any regular or special meeting of the members duly called, any one or more of the Directors may be removed with or without cause by the vote of, or an agreement in writing of, at least 2/3 of the total votes of members and a successor may then and there be elected to fill the vacancy thus created for the remainder of the term of said removed Director. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting. A special meeting of the lot owners to recall a member or members of the Board of Directors may be called by at least 20% of the members giving notice of the meeting as required for a meeting of lot owners, and the notice shall state the purpose of the meeting.

Section 12. The Directors shall have whatever other power and authority as is granted to them by the Declaration of Covenants and Restrictions and the laws of Florida.

ARTICLE V

Officers

Section 1. The principal officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors and shall hold office until their successors are duly elected and qualified. A person may hold two offices simultaneously except the offices of President and Vice President and the offices of President and Secretary shall not be held simultaneously by one individual. The Directors may also elect an Assistant Treasurer and Assistant Secretary, and such other officers as in their judgment may be necessary. The officers of the Association shall be elected annually by the Board of Directors, at the organization meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 2. The President shall preside at all Directors' and Members' meetings and shall have general supervision over the other offices. He shall execute all contracts, agreements, and obligations of the corporation, except, however, as such authority may be otherwise delegated by resolution of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a Corporation, including, but not limited to, the power to appoint committees from among the owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 3. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 4. The Secretary shall issue notice of all Directors' and Members' meetings and shall attend and keep the minutes of same, retaining said minutes for a period of not less than seven (7) years, shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal and shall perform all other such other duties as are incident to his office.

Section 5. The Treasurer shall have custody of all money and securities of the corporation. He shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers to the directors for their examination and approval as often as they may require; he shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall disburse the funds of the corporation as ordered by the Board, and shall perform all such other duties as are incident to his office.

ARTICLE VI

Inspection of Books and Accounts

Section 1. The books, accounts, and records of the corporation shall be open to inspection by any members of the Board of Directors at all times. Members of the corporation or their authorized representatives shall have the right to inspect the records and books of accounts of the corporation at all reasonable times. Failure to permit inspection of the Association's accounting records by lot owners or their authorized representatives entitle any person prevailing in an enforcement action to recover reasonable attorneys' fees from the person in control of the books and records who, directly indirectly, knowingly denies access to the books and records for inspection.

ARTICLE VII**Fiscal Year**

Section 1. The fiscal year may or may not be a calendar year but will be set by the Board of Directors.

ARTICLE VIII**Management, Operating and Maintenance**

Section 1. The Board of Directors shall maintain, operate and manage the residential development named herein above, in accordance with the provisions of the Declaration of Covenants and Restrictions and Articles of Incorporation and the By-Laws of this corporation, and in the furtherance of such duty, the Board shall have the authority:

- a. To exercise complete and exclusive control and management of the common areas located on the aforementioned real estate;
- b. To make payment of insurance premiums, repair, management expenses and all other necessary and/or proper operating expenses of the residential development;
- c. To care for and preserve the improvements located on the common property and the irrigation water lines located therein, as well as the related equipment used in connection therewith; to care for and maintain the lawns of the individual lots;
- d. To purchase any supplies, equipment or other property needed for such maintenance of the lawns of the lots, common property and improvements located on the common property;
- e. To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damage for violation of these By-Laws, Articles of Incorporation or the Declaration Covenants and Restrictions;
- f. To contract, if the Board deems advisable, for the maintenance and management of the residential development and authorize the management agent to assist the association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the lawns and landscaping of the lots and maintenance of the common property.
- g. To do any other act or thing necessary or proper to carry out the purposes of the Articles of Incorporation, By-Laws and Declaration of Covenants and Restrictions.

Section 2. After adoption of a budget and determination of the annual assessment per lot, the Board of Directors shall assess such sum by promptly notifying all owners by delivering or mailing notice thereof to the Voting Member representing each lot at such member's most recent address as

shown by the books and records of the Corporation. One-twelfth (1/12) of the annual assessment shall be due and payable in advance to the Corporation on the first day of each month regardless of whether or not members are sent or actually receive a written notice thereof. The Board may, however, choose to have the assessment payable quarterly, in advance in which case the appropriate payment for each member shall be due to the corporation in advance, without the necessity of periodic billings. In addition, the Corporation shall have the power to levy special assessments against each lot, if necessary, to cover the aforesaid types of expenses and shall have the power to levy other special assessments as provided in the Declaration of Covenants and Restrictions which shall be on a proportional basis as therein provided.

The record owners of each lot shall be personally liable jointly and severally, to the Corporation for the payment of all assessments, regular or special, made by the Corporation and for all costs of collection delinquent assessments. In the event assessments against a lot are not paid within thirty (30) days after their due date, the Corporation may elect to declare all past due installments of maintenance and all installments to become due during the remainder of such fiscal year then due and payable in full, as if such aggregate sum had originally been stipulated to so become due and payable in full, and the Corporation shall have the right to foreclose its lien for such assessments.

Assessments that are unpaid for over thirty (30) days after due date shall bear interest from the date due at the highest rate allowed by law until paid.

ARTICLE IX Seal

Section 1. The Board of Directors shall adopt a seal for the Corporation.

ARTICLE X Amendments

Section 1. An Amendment to these By-Laws may be adopted by the vote of at least eighty (80%) per cent of the total votes of members of the Corporation. An Amendment may be proposed by members representing at least 10 (10%) or more of the total votes of the Corporation at any annual meeting of the membership or at a special meeting called for that purpose, with notice clearly setting forth the full text of the proposed amendment. No By-Law shall be revised or amended by reference to its title or number only. Non-material errors or omissions in the By-Law process shall not invalidate an otherwise properly promulgated amendment.

ARTICLE XI
General Provisions

Section 1. Indemnification of Board Members and Officers. Each Board member and officer of the corporation and each former Board member and officer of the corporation shall be indemnified by the corporation against the costs and expenses reasonably incurred by him in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of his being or having been such Board member or officer of the corporation (whether or not a Board member or officer at the time of incurring such costs and expenses), except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for misconduct or negligence in performance of his duty as such Board member or officer. In case of the settlement of any action, suit or proceeding to which any Board member or officer of the Corporation or any former Board member or officer of the Corporation is made a party or which may be threatened to be brought against him by reason of his being or having been a Board member or officer of the corporation, he shall be indemnified by the corporation against the costs and expenses, including the cost of settlement reasonably incurred by him in connection with such action, suit or proceeding (whether or not he is a Board member or officer at the time of incurring such costs and expenses), if (A) the corporation shall be advised by independent counsel that such Board member or officer did not misconduct himself or was not negligent in the performance of his duty as such Board member or officer with respect to the matters covered by such action, suit or proceeding, and that if this action, suit or proceeding were carried to a final adjudication in their favor it could reasonably be expected to exceed the amount of costs and expenses to be reimbursed to such Board members and officers as a result of such settlement, or (B) corporation members entitled to exercise a majority of the voting power shall, by vote at any annual or special meeting of the corporation, approve such settlement and expenses. The foregoing rights of indemnification shall inure to the benefit of the heirs and legal representatives of each such Board member or officer and shall not be exclusive to other rights to which any Board member or officer may be entitled as a matter of law or under the Declaration of Covenants and Restrictions, any vote of corporation members or by virtue of any agreement.

Section 2. The Association shall at the request of mortgagee, report any unpaid assessment due from the owner of any lot, however, any lien resulting from such unpaid assessment shall always be considered inferior and subordinate to the lien of said mortgagee.

Section 3. In case any of these By-Laws conflict with the provisions of the Declaration of Covenants and Restrictions, it is hereby agreed and accepted that such other provisions of this Declaration of Covenants and Restrictions will control.

IN WITNESS WHEREOF, we, the Board of Directors of this Corporation have adopted the foregoing By-Laws this 21st day of September, 2018.

Alex Darnall

ALEX DARNALL, President

Liz Kent

LIZ KENT, Vice-President

Susan Pratt

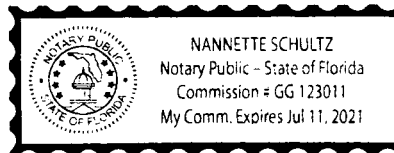
SUSAN PRATT, Secretary

Warren Lenington

WARREN LENINGTON, Treasurer

Velma Cotterill

VELMA COTTERILL, At-large



Nannette Schultz

State of Florida County of Lake

The foregoing instrument was acknowledged before me this 1st day of October, 20 18.

By Alex Darnall, Liz Kent, Susan Pratt, Warren Lenington, Velma Cotterill

Personally known OR produced identification ✓

Type of identification produced All produced FL ID

Nannette Schultz Notary Public
My Commission Expires July 11, 2021