

BY-LAWS

OF

MIAMI LAKES- LAKE CYNTHIA
HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not for Profit
Under the Laws of the State of Florida

ARTICLE 1

DEFINITIONS

Section 1. "Association" shall mean and refer to the MIAMI LAKES - LAKE CYNTHIA HOMEOWNERS' ASSOCIATION, INC., a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 2. The "Properties" shall mean and refer to:

Lots 1 through 24, both inclusive, Block 1 of, Miami Lakes-Lake Cynthia Section One, recorded in Plat Book 125 at page 29, of the Public Records of Dade County, Florida and Miami Lakes-Lake Cynthia Section II which is also to be recorded in the Public Records of Dade County, Florida.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot situated upon the Properties.

Section 4. "Member" shall mean and refer to all those owners who are members of the Association as provided in Article III, Section 1, of the Articles of Incorporation of the Association.

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be located at the residence or business address, in Dade County, Florida, of the then President of the Association.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in

Article III, Section 1, of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided by Article IV of the Declaration of Covenants and Restrictions to which the Properties are subject, which is dated January 3, 1985, and was recorded January 3, 1985, in Official Records Book 12371, Page 2603, of the Public Records of Dade County, Florida.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall be elected at the annual meeting of the members as specified in the Articles of Incorporation. The election shall be decided by plurality vote.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of members, provided the majority of the directors elected be present. Any action taken at such meeting shall be by a majority of the duly elected directors. If the majority of the directors elected shall not be present at the time, or if the directors shall fail to elect officers of the Association, the meeting of the Board of Directors to elect officers shall then be held within thirty days after the annual meeting of members upon three days notice in writing to each director elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Dade County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two directors and may be held at any place or places within Dade County, Florida, and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given to each director, by mail not less than three days before or by telephone or telegraph not less than one day before such special meeting, by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two directors. Special meetings of the Board of Directors may also be held at any place and time without notice by unanimous waiver of notice by all the directors.

Section 8. At any meeting of the Board of Directors, a quorum shall consist of a simple majority of the entire Board of Directors or four directors, whichever is fewer.

ARTICLE V

OFFICER

Section 1. Any officer of the Association may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board of Directors.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. The President shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to his office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws, and shall keep the minutes of the meetings of the membership and of the directors.

Section 3. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 4. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meetings.

ARTICLE VI

MEETING OF MEMBERS

Section 1. The regular annual meeting of the members shall be held on the second Wednesday of the month of November in each year beginning of 1981 at such time and place as shall be determined by the Board of Directors. Notwithstanding the foregoing, the first annual meeting of the members shall be held at any time prior to the second Wednesday in November, 1981, provided that a resolution calling for such earlier meeting is adopted by the Board of Directors, and provided further that notice of such earlier meeting is given in accordance with Section 3 of this Article VI.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all the votes of the entire membership, or who have a right to vote one-fourth of the votes of the Class A membership.

Section 3. Each member shall register his address with the Secretary. Notice may be given to any member either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the corporation. Notice of any meeting, regular or special, shall be given at least six days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Declaration of Covenants and Restrictions referred to in Article III, Section 2, hereof, notice of such meeting shall be given or sent as therein provided.

ARTICLE VII

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member of the Association.

ARTICLE VIII

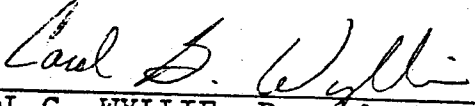
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting: (1) of the members, by a vote of a majority of members present in person or by proxy, or (2) of the Board of

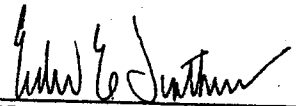
Directors, by a majority of the directors, provided that the notice of the meeting disclosed the information that the amendment of the By-Laws was to be considered; provided, however, as to amendments of these By-Laws by either method, the provisions hereof which are governed by the Articles of the Association may not be amended except as provided in the Articles of Incorporation or under applicable law; and provided further that any matters stated herein to be or which are in fact that any matters stated herein to be or which are in fact governed by the Declaration of Covenants and Restrictions referred to herein may not be amended except as provided therein.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Declaration of Covenants and Restrictions referred to in Article III, Section 2 of these By-Laws, the said Declaration of Covenants and Restrictions shall control.

WE HEREBY CERTIFY that the foregoing By-laws of MIAMI LAKES - LAKE CYNTHIA HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, were duly adopted by the Board of Directors of said Association in a meeting held for such purpose as of the 11th day of January, 1985.



CAROL G. WYLLIE, President



EDWIN E. FEATHERS, Secretary