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BYLAWS OF

DEF. REC. 1475 FG2119

PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC.

A Nonprofit Corporation

ARTICLE I.

NAME AND LOCATION: The name of the corporation is PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC. The principal office of the corporation shall be located at 201 East Joel Boulevard, Lehigh, Florida 33936, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS:

Section 1: "Association" shall mean and refer to PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC., its successors and assigns.

Section 2: "Common Elements" shall include within its meaning the following: (a) all real property owned by the Association for the common use and enjoyment of the residential unit owners; which is not included in the legal descriptions conveyed by the Declarant to such individual unit owners; (b) the property and installations required for the furnishing of utilities and other services to more than one residential unit owner or to the common elements, (c) limited common elements, as hereinafter defined which shall be conveyed to the Association by separate and individual deed by the Declarant prior to or upon sale by Declarant of each of the 44 planned residential one-family dwelling units, and (d) tangible personal property required for

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BY: E. PRICE DCS

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the maintenance and operation of the Association even though owned by the Association.

Section 3: "Limited Common Elements" shall mean those common elements which are reserved for the use and enjoyment of individual unit owners to the exclusion of other unit owners.

Section 4: "Declarant" shall mean and refer to LEHIGH BUILDING CORPORATION, its successors and assigns if such successors or assigns should acquire more than one undeveloped unit from Declarant for purposes of development.

Section 5: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, applicable to the planned unit development and recorded in the Public Records of Lee County, Florida.

Section 6: "Unit" shall mean the legal metes and bounds description of a single residential unit and appurtenances thereto including driveway and patio.

Section 7: "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Declaration.

Section 8: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any unit which is a part of the planned unit development.

Section 9: "Planned unit development" shall mean the real property herein before described in Exhibit A as attached hereto and made a part hereof and the development of the said property for single family residential use under

a homeowners association for the purpose of enhancing and protecting the value, attractiveness and desirability of the units comprising such development.

ARTICLE III.

MEETINGS OF MEMBERS:

Section 1: Annual Meetings. The first annual meeting of members shall be held within six (6) months after ninety (90%) percent of the units have been sold and conveyed by Declarant. Subsequent annual meetings of members shall be held on the same day of the month of each year thereafter at the hour of ten o'clock A.M. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

Section 2: Special Meetings. Special meetings of members may be called at any time by the president or by two (2) members of the Board of Directors, or after seventy-five (75%) percent of the units have been sold and conveyed upon written request of members who are entitled to vote one-half ($\frac{1}{2}$) of all votes of the membership.

Section 3: Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days, but not more than thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for purpose of receiving notice. Such notice shall specify the

day, hour and place of the meeting, and in the case of a special meeting the purpose of the meeting.

Section 4: Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5: Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his unit.

ARTICLE IV.

BOARD OF DIRECTORS; TERM OF OFFICE; REMOVAL:

Section 1: Number. The affairs of the Association shall be managed by not less than three (3) or more than five (5) directors, who need not be members of the Association.

Section 2: Term of Office. Directors shall serve one (1) year terms.

Section 3: Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his successor shall be

selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4: Compensation. No director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V.

BOARD OF DIRECTORS; NOMINATION AND ELECTION:

Section 1: Nomination. Nomination for election to the Board of Directors shall be by a majority of directors whose term is to expire.

Section 2: Election. Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI.

BOARD OF DIRECTORS; MEETINGS:

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held annually, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3: Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

ARTICLE VII.

BOARD OF DIRECTORS; POWERS AND DUTIES:

Section 1: Powers. The Board of Directors shall have the power to:

- a) Adopt and publish rules and regulations governing the use of the common elements and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations.
- b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations.
- c) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these bylaws.
- d) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Section 2: Duties. It shall be the duty of the Board of Directors to:

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a) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;

b) As more fully provided in the Declaration, to:

1) Fix the amount of the annual assessment against each unit in advance of each annual assessment period.

2) Send written notices of each assessment to every owner subject thereto in advance of each assessment period; and

3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

c) Issue, or cause an appropriate officer to issue on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates.

d) Procure and maintain liability and hazard insurance on all property owned by the Association.

e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

f) Cause the common elements to be maintained.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES:

Section 1: Enumeration of Offices. The officers of the Association shall be a president and vice president, and a secretary, treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2: Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of members.

Section 3: Term. The officers of the Association shall be elected annually by the Board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4: Special Appointments. The Board may elect such other officers as the affairs in the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5: Resignation and Removal. Any officer may be removed from office by the Board at any time with or without cause. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

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Section 7: Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8: Duties. The duties of the officers are as follows:

a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other instruments.

b) Vice President. The vice president shall act in the place of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it to all papers so requiring; serve notice of meetings of the Board to members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the Board or by law.

d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of the accounts; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE IX.

COMMITTEES:

The Directors shall appoint an architectural committee, as provided in the Declaration. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X.

ASSESSMENTS:

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. All annual assessments shall be paid on an equal monthly basis as provided in the Declaration. Any assessments not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment

bears interest from the date of delinquency at the rate of fifteen (15%) percent per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common elements or abandonment of his unit.

ARTICLE XI.

BOOKS AND RECORDS: INSPECTION:

The books, records, and papers of the Association shall be subject to inspection by any member upon fifteen (15) days prior written notice. The Declaration, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE XII.

CORPORATE SEAL:

The Association shall have a seal in circular form having within its circumference the words: PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC., NOT FOR PROFIT.

ARTICLE XIII.

AMENDMENTS:

These Bylaws may be amended, at a regular or special meeting of members, by vote of majority of a quorum of members present in person or by proxy.

ARTICLE XIV.

FISCAL YEAR:

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XV.

CONFLICTS:

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC.

Attest:

Robert W. Black
Secretary

BY: James G. Fortana

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY, that on this 15th day of December, 1980, before me personally appeared James G. Fortana and Robert W. Black, respectively President and Secretary of PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC. to me known to be the persons described in and who executed the foregoing BYLAWS OF PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC. and severally

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acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned and that they affixed thereto the official seal of said corporation and the said instrument is the act and deed of said corporation.

WITNESS my signature and official seal at Lehigh Cross in the County of Lee and State of Florida, the day and year last aforesaid.

Shirley Bateman
Notary Public

My Commission Expires:

July 7, 1984

(SEAL)

REF. REC. 1475 PG 2132

LEGAL DESCRIPTION

PARKWOOD VILLAS II

ALL OF PARCELS "B" AND "C", PARKWOOD, SECTION 31, TOWNSHIP 44 SOUTH, RANGE 27 EAST, AS RECORDED IN PLAT BOOK 26, PAGES 56 — 58, PUBLIC RECORDS OF LEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FROM THE NORTHWEST CORNER OF SECTION 31, TOWNSHIP 44 SOUTH, RANGE 27 EAST, LEE COUNTY, FLORIDA, PROCEED SOUTH 00°-25'-25" EAST ALONG THE WEST SECTION LINE OF SECTION 31 FOR 1,274.03 FEET, THENCE CONTINUE NORTH 88°-44'-13" EAST FOR 2,106.15 FEET, THENCE NORTH 88°-44'-13" EAST ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF THE WEDGEWOOD DRAINAGEWAY FOR 558.53 FEET TO A CONCRETE MONUMENT, THENCE IN A SOUTHWESTERLY DIRECTION ALONG THE WESTERLY RIGHT-OF-WAY LINE OF BELTH STACLY BOULEVARD ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1,104.40 FEET, A CENTRAL ANGLE OF 22°-38'-10".

EXHIBIT "A"
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REF: 1475 PG2133
REC:

A CHORD BEARING OF SOUTH 15°-25'-08" WEST, AND A CHORD DISTANCE OF 433.49 FEET, FOR 436.32 FEET TO A POINT OF TANGENCY, THENCE SOUTH 26°-44'-13" WEST ALONG THE WESTERLY RIGHT-OF-WAY LINE OF BETH STACY BOULEVARD 145.00 FEET TO THE POINT OF BEGINNING OF PARCEL "B". FROM SAID POINT OF BEGINNING CONTINUE SOUTH 26°-44'-13" WEST 114.28 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 630.00 FEET AND A CENTRAL ANGLE OF 26°-23'-45", 290.24 FEET TO A POINT OF TANGENCY, THENCE SOUTH 06°-20'-28" WEST 62.98 FEET TO A POINT OF CURVATURE ALSO BEING REFERENCE POINT "A", THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 88°-53'-09", 38.78 FEET TO A POINT OF TANGENCY, THENCE SOUTH 89°-13'-37" WEST 29.26 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 670.00 FEET AND A CENTRAL ANGLE OF 17°-44'-36", 207.69 FEET TO A POINT OF TANGENCY, THENCE SOUTH 71°-29'-01" WEST 100.13 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 108°-51'-27", 47.50 FEET TO

EXHIBIT "A"
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REF. 1475 PG2134
REC.

A POINT OF TANGENCY, THENCE NORTH $00^{\circ}-20'-28''$ EAST 133.14 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 1,015.38 FEET AND A CENTRAL ANGLE OF $26^{\circ}-23'-45''$, 467.78 FEET TO A POINT OF TANGENCY, THENCE NORTH $26^{\circ}-44'-13''$ EAST 114.27 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 1,015.38 FEET AND A CENTRAL ANGLE OF $26^{\circ}-23'-45''$, 467.78 FEET TO A POINT OF TANGENCY, THENCE NORTH $26^{\circ}-44'-13''$ EAST 114.27 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF $90^{\circ}-00'-00''$, 39.27 FEET TO A POINT OF TANGENCY, THENCE SOUTH $63^{\circ}-15'-47''$ EAST 335.38 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF $90^{\circ}-00'-00''$, 39.27 FEET TO THE POINT OF BEGINNING; TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL "C". COMMENCING AT THE AFOREMENTIONED REFERENCE POINT "A"

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PROCEED SOUTH 00°-20'-28" WEST 110.02 FEET TO THE POINT OF BEGINNING. FROM SAID POINT OF BEGINNING CONTINUE SOUTH 00°-20'-28" WEST 178.66 FEET, THENCE SOUTH 89°-13'-37" WEST 542.76 FEET, THENCE NORTH 00°-46'-23" WEST 110.00 FEET TO A POINT ON A CURVE, THENCE ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 670.66 FEET, A CHORD BEARING OF NORTH 80°-21'-19" EAST, CHORD DISTANCE OF 206.86 FEET, AND A CENTRAL ANGLE OF 17°-44'-36", 207.69 FEET TO A POINT OF TANGENCY, THENCE NORTH 71°-29'-01" EAST 108.81 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 610.66 FEET AND A CENTRAL ANGLE OF 17°-44'-36", 189.11 FEET TO A POINT OF TANGENCY, THENCE NORTH 89°-13'-37" EAST 27.12 FEET TO A POINT OF CURVATURE, THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET, AND A CENTRAL ANGLE OF 88°-53'-09", 39.76 FEET TO THE POINT OF BEGINNING. SUCH DESCRIBED PARCEL "B" CONTAINING 5.58 ACRES MORE OR LESS AND SUCH DESCRIBED PARCEL "C" CONTAINING 2.01 ACRES MORE OR LESS.

EXHIBIT "A"
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RECORDED & INDEXED
LEE COUNTY FLORIDA
RECORD VERIFIED

BAL GERRARD
CLERK OF CIRCUIT COURT



INST # 5762082 Official Records BK 03883 PG 4395 RECORDED 03/27/2003 01:25:07 PM
CHARLIE GREEN, CLERK OF COURT, LEE COUNTY
DEPUTY CLERK P Johnston

CERTIFICATE OF AMENDMENT

ARTICLES OF INCORPORATION BYLAWS

PARKWOOD VILLAS HOMEOWNERS ASSOCIATION, II, INC.

I HEREBY CERTIFY that the following amendments to the Articles of Incorporation and the amendments to the By-Laws of Parkwood Villas Homeowners Association, II, Inc. were duly adopted by the Association membership at the duly noticed annual members' meeting of the Association on the 18th day of February, 2003. Said amendments were approved by a proper percentage of voting interests of the Association. The Declaration of Covenants, Conditions and Restrictions is recorded at O.R. Book 1473, Pages 353 et seq., of the Public Records of Lee County, Florida.

The Plats for Parkwood Villas II are located in Plat Book 26, Pages 56 through 58.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment No. 1: Article VIII, Articles of Incorporation

ARTICLE VIII

The Bylaws of the Association may be amended as provided therein. ~~made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of each class of members existing at the time of and present at such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.~~

Amendment No. 2: Article IX, Articles of Incorporation

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by any member ten percent (10%) of the Association voting interests or the Board of Directors. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. ~~a majority of each class of members existing at the time of, and present at such meeting.~~

Amendment No. 3: Article III, Bylaws

ARTICLE III.

MEETINGS OF MEMBERS:

(Sections 1 through 3 Unchanged)

Section 4: Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a ~~majority~~ thirty percent (30%) of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Amendment No. 4: Article XIII, Bylaws


ARTICLE XIII

AMENDMENTS:

These Bylaws may be amended, at a regular or special meeting of members, by vote of two-thirds (2/3) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. ~~majority of a quorum of members present in person or by proxy.~~

WITNESSES:
(TWO)

PARKWOOD VILLAS HOMEOWNERS
ASSOCIATION, II, INC.



Signature

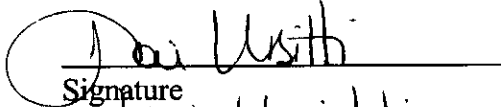
MARILYN GALBRAITH

Printed Name

BY: Wilma Lochner
Wilma Lochner, President

Date: 3/7/03

(CORPORATE SEAL)



Signature

Lori Ursitti

Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 7th day of March, 2003 by Wilma Lochner as President of Parkwood Villas Homeowners Association, II, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



Loriann Ursitti
Notary Public
Lori Ann Ursitti
Printed Name

My commission expires: May 25, 2003