

BYLAWS

OF

THE FOREST OAKS SUBDIVISION ASSOCIATION, INC.

The Forest Oaks Subdivision Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as the "Association," does hereby adopt the following as its Bylaws:

ARTICLE I

IDENTITY AND DEFINITIONS

The Association has been organized for the purpose of the operation, improvement and management of certain of the Common Areas of the development known as THE FOREST OAKS SUBDIVISION SUBDIVISION (referred to herein as "Forest Oaks"), to enforce the covenants described below, and to promote the health safety and welfare of the owners of all Lots located within Forest Oaks that are, or hereafter may be, subject to the terms of the Covenants. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions and authorization set forth in the Declaration of Covenants and Restrictions (referred to herein as "Declaration") for THE FOREST OAKS SUBDIVISION SUBDIVISION executed by FOREST OAKS DEVELOPMENT CORPORATION, a Florida corporation (referred to herein as "Developer"), which will be recorded in the Public Records of Sarasota County, Florida.

All terms used herein which are defined in the Covenants shall be used herein with the same meanings as defined in the Covenants.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 5335 Matthew Court, Sarasota, Florida 34235, or at such other place as may be established by resolution of the Board of Directors of the Association.

ARTICLE III

MEMBERSHIP, VOTING, QUORUM AND PROXIES

1. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by the members, shall be as set forth in Article IV and Article V of the Association's Articles of Incorporation.

2. A quorum at any meeting of the Association's members shall consist of persons entitled to cast votes representing at

least one-half (1/2) of the total votes of the Association as determined in the manner set forth in Article V of the Association's Articles of Incorporation.

3. Votes may be cast either in person or by proxy. Proxies must be limited proxies and shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

4. The number of votes to which any member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than sixty (60) days or less than thirty (30) days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of members, the record date for such meeting shall be the date which is forty-five (45) days prior to the date of such meeting. The determination of the number of votes to which any member is entitled as of the record date shall be final, and no conveyance or acquisition of any lot arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

5. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the aforesaid Declaration, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half (1/2) of the total votes of the Association represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

6. The Association shall be entitled to give all notices required to be given to the members of the Association by these Bylaws, the Articles of Incorporation, or said Declaration, to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

1. An annual meeting of the membership of the Association shall be held each year during February or such other month as the Board of Directors may determine. The date, time, and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2. Special meetings of the members of the Association shall be held whenever called by the President or by a majority of the Board of Directors. Such meeting must be called by such officer upon receipt of a written request from members of the Association whose votes represent more than one-half (1/2) of the total votes of the Association.

3. Notice of all members' meetings, annual or special, shall be given by the President or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice shall be written or printed and shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than twenty (20) days nor more than thirty (30) days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member at his post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's minute book. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member.

4. If any members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws, or said Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

5. At meetings of the membership, the President shall preside; or in the absence of the President, the Board of Directors shall select a chairman.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of three Directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. Meetings of the Board of Directors shall be open to all members and notices of meetings shall be posted in a conspicuous place on the Association's property at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting in which assessments against parcels are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

3. Any vacancy occurring on the Board of Directors because of death, resignation, removal or other termination of services of any Director shall be filled by the Board of Directors, except that FOREST OAKS DEVELOPMENT CORPORATION, a Florida corporation, its successors or assigns (herein referred to as "Developer") to the exclusion of other members and the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by Developer. A Director appointed to fill a vacancy, whether by the Board or Developer, shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected or appointed and qualified.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power:

(a) To call meetings of the members.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To adopt and publish rules and regulations governing the use of any limited private roads and any neighborhood Common Areas, or any portion thereof, which the Association is obligated to maintain and, also, governing the personal conduct of the members and their guests thereon.

(e) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

(f) To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.

(g) To exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members of said Declaration or in the Articles of Incorporation of the Association.

2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs. Minutes of all meetings of members and of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members or their authorized representatives, and Board members at reasonable times. These minutes shall be retained for at least seven (7) years.

(b) The Board of Directors, on behalf of the Association, shall maintain each of the following items, when applicable, which shall constitute the official records of the Association:

(1) A copy of the plans, permits, warranties, and other items provided by the Developer.

(2) A copy of the Bylaws of the Association and of each amendment to the Bylaws.

(3) A certified copy of the Articles of Incorporation of the Association, or other documents creating the Association, and of each amendment thereto.

(4) A copy of the current rules of the Association.

(5) A book or books that shall contain the Minutes of all meetings of the Association, of the Board of Directors, and of members, which Minutes shall be retained for a period of not less than seven (7) years.

(6) A current roster of all members and their mailing addresses, parcel identifications, and, if known, telephone numbers.

(7) All current insurance policies of the Association or a copy thereof.

(8) A current copy of any management agreement, lease, or other contract to which the Association is a party or under which the Association or the members have an obligation or a responsibility.

(9) Accounting records of the Association and separate accounting records for each parcel, according to generally accepted accounting principals. All accounting records shall be maintained for a period of not less than seven (7) years. The accounting records shall be open to inspection by parcel owners or their authorized representatives at reasonable times. The accounting records shall include, but are not limited to:

(a) Accurate, itemized, and detailed records of all receipts and expenditures.

(b) A current account and a periodic statement of the account for each member of the Association, designating the name of the member, the due date and amount of each assessment, the amount paid upon the account, and the balance due.

(c) All audits, reviews, accounting statements and financial reports of the Association.

(d) All contracts for work to be performed. Bids for work to be performed shall also be considered official records and shall be maintained for a period of one (1) year.

(c) To supervise all officers, agents, and employees of the Association and to see that their duties are properly performed.

(d) With reference to assessments of the Association:

(1) To fix the amount of the assessment against each lot for each fiscal year in accordance with the provisions of said Declaration, the Articles of Incorporation, and these Bylaws; and

(2) To prepare a roster of the members and assessments thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and

(3) To send written notice of each assessment to every member subject thereto.

(e) To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing. Such certificates shall be conclusive evidence of payment of any assessment therein stated to have been paid.

(f) To make payment of all ad valorem taxes assessed against Association property, real or personal.

(g) To pay all expenses incurred by the Association for repairs, maintenance, service, insurance, and other operating expenses.

(h) To enforce by appropriate legal means the provisions of said Declaration, the Articles of Incorporation, and these Bylaws.

ARTICLES VII

MEETINGS OF DIRECTORS

1. An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

2. Regular meetings of the Board of Directors shall be held at such time and place as is provided by appropriate resolution of the Board of Directors.

3. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two (2) Directors.

4. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone, or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived.

5. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, and any Board action taken in lieu of a meeting, shall be as valid as though made at a meeting duly held after regular call and notice, provided that, either before or after the meeting or the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of a meeting. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

ARTICLE VIII

OFFICERS

1. The officers of the Association shall be a President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. The President shall be a member of the Board of Directors.

2. All of the officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier death, resignation, or removal.

3. A vacancy in any office because of death, resignation, or other termination of service may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be in accordance with the contract rights, if any, of the officer so removed.

5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all notes, leases, mortgages, deeds, and all other written instruments.

6. The Secretary shall be an ex officio member of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all of the members of the Association together with their addresses as registered by such members.

7. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his appointed agent, shall keep proper books of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a member.

8. The salaries, if any, of the officers of the Association shall be set by the Board of Directors.

ARTICLE IX

FISCAL MANAGEMENT

The provisions for fiscal management of the Association, as set forth in said Declaration and Articles of Incorporation, shall be supplemented by the following provisions:

1. The fiscal year of the Association shall be the calendar year.

2. The Board of Directors shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual assessment based thereon against each lot subject to assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

3. Notices of the annual assessment applicable to each individual lot subject thereto, together with a copy of the budget as adopted by the Board of Directors, shall be transmitted to each member on or before December 1 of the year prior to the fiscal year for which the budget is made, and such assessment shall be due and payable on or before January 1 of such fiscal year and shall become delinquent after such date.

4. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Board may authorize the pledge and assignment of any regular or special assessment and the lien rights of the Association as security for the repayment of such loans.

5. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such savings and loan associations, banks, trust companies, or other depositories as the Board of Directors may select.

7. Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association and shall be a common expense of the Association.

ARTICLE X

OFFICIAL SEAL

The Association shall have an official seal, which shall be in circular form bearing the name of the Association, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

An impression of such official seal is set forth to the right hereof:

ARTICLE XI

BOOKS AND RECORDS

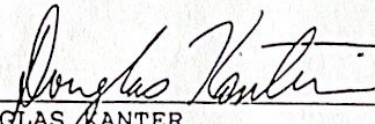
The books, records, and other papers of the Association shall be available at the Association's office and subject to the inspection of any of the Association members during regular business hours.

ARTICLE XII

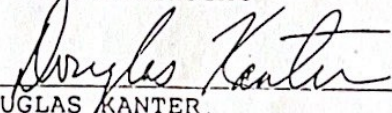
AMENDMENTS

These bylaws may be altered, amended, or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment, or repeal is contained in the notice of such meeting. No amendment affecting Developer shall be effective without the written consent of Developer.

The foregoing were adopted as the Bylaws of The Forest Oaks Community Association, Inc., a Corporation Not For Profit under the laws of the State of Florida, on October 11, 1994.



DOUGLAS KANTER,
as Vice President



DOUGLAS KANTER,
as Assistant Secretary

This instrument prepared
James C. Clark, Esq.
CLARK, HERRITT & BARTIROME
1800 Second Street
Suite 750
Sarasota, Florida 34236

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