

BY-LAWS

of the LANDINGS AT ABERDEEN HOMEOWNERS ASSOCIATION

A non-profit Corporation under the laws of the State of Florida.

ARTICLE I IDENTITY

Section 1. The name of this corporation is the LANDINGS AT ABERDEEN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation" or "Association."

Section 2. The principal address of the Corporation is 5735 Parkwalk Circle East, Boynton Beach, Fla. 33437.

Section 3. The seal of the Association shall bear the name of the Association, the word "Florida," the words "Corporation Not For Profit" and the year of incorporation.

Section 4. All terms used herein which are defined in that certain Declaration of Covenants and Restrictions for the Landings at Aberdeen as it may be amended from time to time (the "Declaration") shall have the same meaning herein as therein.

ARTICLE II PURPOSES

This Association is organized to serve as the instrumentality of Owners in the Property for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting and providing adequate and proper maintenance of the Property for the benefit of all Owners therein; of providing and promoting recreational activity within the Property through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use interest), the maintenance of the land and facilities and such other means and methods as it may deem in the best interest of its Members; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its Articles of Incorporation, these By-Laws and the Declaration; to acquire, hold, convey and otherwise deal with real and personal property in the Association's capacity as a homeowners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its Members as it may deem proper.

ARTICLE III OFFICERS AND DIRECTORS

Section 1. Directors.

The affairs of the Association shall be managed by a Board of Directors which shall consist of seven (7) members who shall serve staggered two-year terms. In order to create the staggered terms, commencing with the 1989 election, the four directors receiving the highest number of votes shall serve for a term of two years with the remaining three directors serving a one year term. Thereafter, all directors shall serve two year terms.

B. At the annual meeting of Members, and at each annual meeting thereafter, the Board of Directors shall be elected by the Members of the Association.

C. Directors shall be elected as follows: prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three Members; using such procedures as the Board of Directors may establish. The Nominating Committee shall nominate at least one person for each vacancy to be filled at that annual meeting and each Directors shall be provided with a list of the nominations at least one day prior to the annual meeting. It is intended that the Nomination Committee shall nominate as many persons as may be qualified to serve on the Board of Directors. Other nominations may be made from the floor. The election shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. Each person voting shall be entitled to cast his vote for each of as many nominees as there are vacancies to be filled. Each unit casts one vote.

D. There shall no cumulative voting.

E. Vacancies on the Board of Directors occurring between annual meetings shall be filled by the remaining Directors, except as otherwise provided.

F. The organizational meeting of the newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

G. No Director shall receive or be entitled to any compensation for his services as Director, but shall be entitled to reimbursement for all expenses incurred by him if incurred upon the authorization of the Board of Directors.

H. All Directors and Officers must be Members of the Association.

Section 2. OFFICERS. The Executive Officers of the Association shall be: President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may appoint.

Section 3. Resignation, Vacancy, Removal.

A. Resignation: Any Director or Officer of the Association may resign at any time, by instrument in writing. Resignations shall take effect at the time specified or at the time of receipt by the President or Secretary of the Association. The acceptance of a resignation shall not be necessary to make it effective.

B. Vacancy: a vacancy occurring on the Board of Directors shall be filled by the Board electing a person to serve until the next annual meeting.

C. Officer Vacancy: An officer's vacancy occurring in an unexpired term shall be filled by the Board of Directors at its next meeting.

D. Removal: Any Officer may be removed with or without cause by a majority vote of the full Board of Directors at a meeting called at least in part for considering such removal. Any Officer or Director may be removed with or

without cause or for any reason upon a written petition by a majority of the Members of the Association if approved at a meeting of Members called for this purpose, by a two-thirds (2/3rds) vote of the Members, provided that removal petition shall set forth a time and place for the meeting of the Members and notice shall be given to all Members at least ten (10) days prior to such special meeting provided in these By_lws for the giving of notices of special meetings.

Section 4. Indemnification of Directors, Officers and Committee Members. Every Director, Officer and Committee Member of the Association shall be indemnified by the Association against liability and expense which he may incur by reason of his being or having been a Director, Officer or Committee Member in accordance with the terms of the Articles of Incorporation of the Association and the Declaration.

ARTICLE IV

POWERS AND DUTIES OF THE ASSOCIATION AND THE EXERCISE THEREOF

The Association shall have all powers granted to it by common law, Florida Statutes, the Declaration, the Articles of Incorporation and these By-Laws, all of which shall be exercised by its Board of Directors unless restricted in the Declaration, the Articles of Incorporation or these By-Laws or by law; the powers of the Association shall include but not be limited to:

1. All of the powers specifically provided for in the Declarations and in the Articles of Incorporation.
2. The power to levy and collect those Assessments against parcels as are provided for in the Declaration.
3. The power to expend monies collected for the purpose of paying the Common Expenses of the Association.
4. The power to purchase equipment, supplies and material required in the maintenance, repair, replacement, operation and management of the Association Property and the Common Property.
5. The power to insure and keep insured the buildings and Improvements of the Association and other improvements as provided in the Declaration.
6. The power to employ the personnel required for the operation of the Association, the Association Property and the Common Property.
7. The power to pay utility bills for utilities serving the Property.
8. The power to contract for the management of the Association and to delegate to its contractor, as manager, such of its powers and duties as the Board of Directors may determine, except those matters which must be approved by its Members.
9. The power to improve the Association Property and the Common Property, subject to the limitations of the Declaration. In this regard, the Association shall assume the cost and responsibility for the maintenance and replacement of all trees on the Common Property of the Association; i.e. 3' or more from any building line. This shall be in force regardless of the party implanting a tree.
10. The power to make reasonable rules and regulations and to amend them.

11. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws, the Declaration and the rules and regulations promulgated by the Association.
12. The power to collect delinquent assessments by suit or otherwise, to abate nuisances and enjoin or seek damages from Owners for violation of the provisions of the Declaration, the Articles of Incorporation, these By-Laws or the rules and regulations.
13. The power to pay all taxes and assessments which are liens against the Association Property and the Common Property.
14. The power to control and regulate the use of the Association Property and the Common Property by the Owners, and to promote and assist adequate and proper maintenance of that property.
15. The power to borrow money and the power to select depositories for the Association's funds, and to determine the manner of receiving, depositing and disbursing those funds and the form of check and the person or persons by whom the same shall be signed.
16. The power to acquire real and personal property for the benefit of its Members and to dispose of the property in accordance with the Declaration and the Articles of Incorporation.
17. The power to enter into a long term contract with any person, firm, corporation or real estate management agent of any nature to provide for the maintenance, operation, repair and upkeep of the Association Property and the Common Property and of any facilities on lease to the Association or otherwise provided for the Association Members' usage. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association as a Common Expense. The contract may further provide that the managing agent shall be paid a reasonable fee stated as a fixed fee or as a percentage of the total cost of maintenance, operation, repair and upkeep or of the total funds of the Association handled and managed by the managing agent. Such fee, if any, shall be another of the management function costs to be borne by the Association as a Common Expense, unless the contract provides to the contrary.
18. The power to establish additional Officers and/or Directors of this Association and to appoint all Officers, except as otherwise provided.
19. The power to appoint an individual to represent the Association on the Board of Directors of the Master Association, and to replace such individual.
20. The power to deal with the Master Association on all matters which affect the Property, the Members of the Association.
21. The power to appoint such committees as the Board of Directors deems.
22. The power to possess, employ and exercise all powers necessary to implement enforce and carry into effect the powers described above including the power to acquire, hold, convey and deal in real and personal property.

ARTICLE V DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association and shall:

- A. Act as presiding Officer at all meetings of the Members of the Association and of the Board of Directors.
- B. Call Special meetings of the Board of Directors.
- C. Sign, with other designated Directors as the Board may require, all checks, contracts, promissory notes, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons.
- D. Perform all acts and duties usually required of a chief executive officer to insure that all orders and resolutions of the Board are carried out.
- E. Act as ex-officio member of all committees, and render an annual report at the annual meeting of Members.

Section 2. Vice-President. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He shall also assist the President generally, and exercise other powers and perform other duties as prescribed by the Directors.

Section 3. Secretary. A. Attend all regular and special meetings of the Members of the Association and of the Board of Directors and keep all records and minutes of proceedings.

- B. Have custody of the Corporate Seal and affix same where required.
- C. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, receive all applications for Members.
- D. Perform other duties as the Board of Directors may determine and act under the superintendence, control and direction of the Board of Directors.
- E. Have custody of the minute book of the meetings of the Board of Directors and Members, and act as transfer agent of the corporate books.

Section 4. Treasurer. a. Shall attend all meetings of the Board of Directors.

- B. Receive such monies as is paid for the account of the Association, disburse funds as ordered by the Board of Directors taking proper vouchers for same and be custodian of all important documents of the Association.
- C. Supervise the keeping of accounts of all financial transactions of the Association. He shall prepare and distribute to all members of the Board of Directors prior to each annual meeting, a summary of the financial transactions and condition of the Association from the preceding year. He shall make all reports required by law. He shall prepare the annual budget, and present it to the Board of Directors for its consideration.
- D. The Treasurer may have the assistance of an accountant or auditor who shall be employed by the Association as a Common Expense. In the event the Association enters into a management agreement, it shall be proper to delegate such of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.

ARTICLE VI MEMBERSHIP AND VOTING Amended 2/2001 See page 5A

Section 1. Qualification for Membership. The qualification for, manner of admission to and termination of membership is as follows: A person or entity shall automatically become a Member of the Association upon acquisition of

The Landings at Aberdeen

Amendment to By-Laws

Add the following:

ARTICLE VI: Membership and Voting

Section 1: Qualification for Membership

Membership shall be extended to the spouse of owner whether title is in one or both names.

Section 2: Voting

Voting is restricted to one member of the parcel whether it is owner, spouse, or proxy.

Approved by the Landings Board of Directors February 10, 2001.

fee simple title to any Parcel, by filing a deed in the public records of Palm Beach County, Florida. Membership shall continue until such time as the Member transfers or conveys his interest of record or the interest is transferred or conveyed by operation of law, at which time Members, with respect to the parcel conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from ownership of Parcel, subject to the Declaration. No person or entity holding an interest of any type or nature in a Parcel only as security for the performance of an obligation, shall be a Member of the Association.

Section 2. Voting. The Association shall have one (1) class of of voting Members. Each Member shall be entitled to one (1) vote for each Parcel owned by such Member as to matters on which the Members shall be entitled to vote, which vote may be exercised or cast in person or by proxy. Proxies must be filed with the Secretary of the Association at least twenty-four (24) hours prior to a meeting. A proxy shall be valid and entitle the holder to vote until the Secretary receives a revocation of the proxy, or until the death or legal incompetance of the Member. Any Member who owns more than one Parcel shall be entitled to exercise or cast one (1) vote for each Parcel. When more than one person holds the ownership interest required for Members, all such persons shall be Members of the Association and the vote for said Parcel shall be exercised as they among themselves determine; provided, however that in no event shall more than one vote be cast for each Parcel. With respect to each Parcel owned by other than a natural person, or persons, the Owner shall file with the Secretary of the Association a notice designating the name of an individual authorized to cast the vote of the Owner. In the absence of such designation, the Owner shall not be entitled to vote on any matters coming before the Members. With respect to Parcels owned by husband and wife as tenants by the entireties, no certificate need be filed with the Secretary of the Association naming the person suthorized to cast votes for such Parcel, and either spouse, but not both, may vote in person or by proxy unless, prior to the meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Parcel at the meeting, in which case the certificate requirements shall apply.

ARTICLE VII MEETINGS

Section 1. A. Place of Meetings. All meetings of the Association shall be heldat the Aberdeen East Clubhouse, or may be held at such time and place in Palm Beach County, Florida, as stated in the notice of the meeting.

B. Annual Meeting: Annual Members meeting shall be held upon a date as appointed by the Board of Directors between the first day of January and the 31st day of March.. No meeting shall be held on a legal holiday. The purpose of the meeting shall be the election of Directors and the trans- action of other business; the order of business determined by the Board.

C. Special Meetings. Special meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called by the Secretary upon receipt of a written request from Members of the Asso- ciation owning a majority of the total votes of the Members. Business trans- acted at all special meetings shall be confined to the objects and action to be taken as stated in the notice of the meeting.

D. Quorum. A quorum for the transaction of business at the annual meeting or any special meeting shall consist of a majority of the total votes of the Members, present either in person or by proxy, but the Members present at any

meeting although less than a quorum, may adjourn the meeting.

E. Voting required to make decisions: when a quorum is present at any meeting, the vote of the majority of the Members' votes present in person or by proxy shall decide any question brought before the meeting, unless the Declaration, the Articles of Incorporation, these By-Laws or any other applicable statute provides otherwise.

Section 2. Directors' Meetings. A. Annual Meeting of the Board of Directors shall be held immediately following the adjournment of the annual meetings of Members. The Board of Directors may establish a schedule of regular meetings to be held at such place as may be designated. Regular meetings may be held without notice.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President upon notice to each Director to be delivered by telephone, mail or in person. Special meetings may also be called on the written request of two (2) Directors. All notices of Special Meetings shall state the purpose, time and place of the meeting.

C. Quorum. 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 a majority of the Directors present at such a meeting at which a quorum is present, shall be the acts of the Board of Directors except where approval by a greater number is required by the Declaration, the Articles of Incorporation or these By-Laws. At any meeting at which a quorum is not present, the presiding Officer may adjourn the meeting and any business at a future meeting for the originally called purpose, may be transacted.

D. Joinder. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

E. Written Action. Any action required to be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the Directors and filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

F. Presiding Officer. In the absence of the presiding Officer, the Directors present shall designate one of their number to preside.

G. Telephone Meeting. Any regular or special meeting of the Board of Directors may be held by telephone conference at which each participating member can hear and be heard by all other participating members. Any action taken by the Board of Directors at any such telephone meeting shall be confirmed in writing by all Directors as soon thereafter as possible.

H. Order of Business. The order of business at Director's meetings shall be determined by the presiding officer of the Board of Directors.

ARTICLE VIII NOTICE OF MEMBERS MEETINGS

Section 1. Annual Meeting. Written notice of the annual meeting of Members shall be served upon or mailed to each Member entitled to notice at least ten (10) days, and no more than sixty (60) days, prior to the meeting. Such notice shall be hand delivered or mailed to each Member at his address as it appears on Association books. Proof of such mailing may be given by affidavit of the person giving the notice.

Section 2. Special Meeting. Written notice of a special meeting of Members stating the time, place and object of such meeting shall be served upon or mailed to each Member at least two (2) days, and no more than sixty (60) days, prior to such meeting.

Section 3. Waiver. Nothing herein is to be construed to prevent Members from waiving notice of meetings or acting by written agreement without meetings

ARTICLE IX PROCEDURE

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles and By-Laws of the Association or with the Statutes of the State of Florida.

ARTICLE X ASSESSMENTS AND MANNER OF COLLECTION

The Board of Directors shall have the power to levy and enforce Assessments against Parcels and Owners, as set forth in the Declaration.

ARTICLE XI FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year; provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board of Directors deems it advisable.

Section 2. Depositories. The funds of the Association shall be deposited in such accounts in the County as may be selected by the Board of Directors, including checking and savings accounts in one (1) or more banks, savings and loan associations, Certificates of Deposit, U.S. Treasury bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. Association funds shall be withdrawn only over the signature of the President or such other persons as the Board of Directors may authorize. The Board of Directors may require more than one (1) signature on checks and bank drafts. The funds shall be used only for corporate purposes.

Section 3. Reserve Accounts. The Association shall establish and maintain an adequate reserve account for periodic maintenance, repair, and replacement of improvements to the Common Property. Payments to the reserve account and other incidental expenses incurred by the Association in administering and carrying out any of the provisions of this Section 3 is a Common Expense.

Section 4. Fidelity Bonds. The Association shall purchase blanket fidelity bonds for all officers and employees of the Association and for any management agent, who controls or disburses funds of the Association and any contractor handling or responsible for Association funds. The following provisions shall govern the Association's purchase of the bonds:

- a. Each fidelity bond purchased by the Association shall name the Association as an obligee of the bond.
- b. The premiums for such bonds shall be paid as a Common Expense.
- c. The fidelity bonds shall cover the maximum funds that will be in the custody of an officer or employee of the Association, or a management agent, at any time while the bonds are in force. Additionally, coverage of the fidelity bonds must be no less than the sum of three (3) months Assessments plus the funds in the Association's reserve account.

d. Each bond shall include a provision requiring ten (10) days written notice to the Association or to the Association's insurance trustee before the bond can be cancelled or substantially modified for reason.

Section 5. Records. The Association shall maintain accounting records according to good practice which shall be open to inspection by Members at reasonable times. Such records shall include a record of receipts and expenditures and accounts for each Member, which accounts shall designate the name and address of the Member, the amount of each Assessment, the amounts paid upon the account, and the balance due. A register for the names of all Mortgagees who have notified the Association of their liens, and to which lienholders the Association will give notice of default if required, shall also be maintained.

Section 6. Annual Statement. The Board of Directors shall present annually to the Members a full and clear statement of the business and condition of the Association as prepared by an independent accountant.

Section 7. Insurance. The Association shall procure, maintain and keep in force and effect such insurance as may be required by the Declaration to protect the interest of the Association, its Members and Mortgagees.

Section 8. Expenses. The receipts and expenditures of the Association may be created and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices.

Section 9. Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Common Expenses, and to provide and maintain funds for the accounts established by the Board of Directors, with good accounting practices.

ARTICLE XII ADMINISTRATIVE RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt rules and regulations governing the details of the operation and use of the Common Property, provided that these rules and regulations shall be equally applicable to all Members and uniform in application and effect.

ARTICLE XIII VIOLATIONS AND DEFAULTS

In the event of a violation of any of the provisions of the Declaration, these By-Laws or the Articles of Incorporation or the rules and regulations of the Association, the Association shall have all rights and remedies provided by law, including the right to sue for damages, the right to injunctive relief, and, in the event of a failure to pay Assessments, the right to foreclose its lien as provided in the Declaration. Remedies shall be cumulative. In every such proceeding, the Owner at fault shall be liable for court costs and the Association's attorneys fees which shall be secured by the Association's lien against his Parcel. A suit to collect unpaid Assessments may be prosecuted by the Association without waiving the lien securing unpaid Assessments, costs and attorney's fees.

The Covenant's Enforcement Committee: Duties:

1. The Covenants Enforcement Committee on discovery of a violation shall:
 - A. Advise the ARB if the violation falls exclusively under ARB authority and stop further action.
 - B. Advise the violator in writing (1) to the nature of the violation, (2) the document violated, (3) and the section number violated. The violator shall have fifteen (15) days from date of notice to rectify said violation.
 - C. If the violation is not rectified within fifteen (15) days, the Covenants Enforcement Committee shall immediately advise the Board of Directors of the alleged violation by sending a copy of the original notice of violation to the Board Secretary.
2. The Board of Directors, upon notice of a violation by the Covenants Enforcement Committee shall:
 - A. Have the Secretary provide, by certified mail, written notice to the alleged violator and/or the owner of the Parcel, if said violator is not the owner, of the specific nature of the alleged violation. Said notice shall advise the violator of his right to (1) request a hearing before the Board of Directors, (2) acknowledge in writing that the violation existed and has been corrected, all within fifteen (15) days of the date of the notice. Notice shall also cover possible fining procedures.
 - B. Discontinue all enforcement activity should the violator acknowledge in writing that the violation existed, has been corrected and will not recur. The violator shall be advised, in writing, of the discontinuance.
 - C. If a hearing is requested:
 1. Provide written notice to the alleged violator and/or owner of the time and date of the hearing.
 2. Hear whatever evidence is presented by both the Covenants Enforcement Committee and the alleged violator.
 - D. Subsequent to the hearing or if no hearing is held, the Board shall determine whether there is sufficient evidence of a violation or violations. Should it so determine, the Board may levy a fine for each violation and shall determine the date the fine shall start.
 - E. Advise the alleged violator (and owner of not the violator) in writing in fifteen (15) days of the date of the hearing, or if no hearing is held, from the date of the Board's review and findings, of the decision of the Board. If a fine is assessed, the notice shall state the amount of the fine and the date the fine shall start.
 - F. Make a demand to the Parcel owner in fourteen (14) days and again in twenty-one (21) days from the date the fine started, to immediately correct the violation and pay the fines assessed. The notice at twenty-one (21) days shall also advise the Parcel owner that the Board intends to commence legal action.
 - G. Initiate legal action as determined by the Board within thirty (30) days from the date established for the commencement of the fine to alleviate said violation.
 - H. Subsequent to a discharge of a violation, in writing, by the Board of Directors, a recurrence of the same violation by the same violator, shall be deemed to be a continuation of the initial violation and shall be subject to the direct fining and legal procedures.

- I. FINES. A fine may be levied on the basis of each day of a continuing violation, with one notice and the opportunity for a hearing, except that the fine may not exceed \$1000. in the aggregate. The fine for an individual violation is increased from \$50.00 to \$100.00.
- J. SUBSEQUENT ACTIONS. The Board has the right to charge owners when they cause the Board to incur expenses attributed to the owner. This assessment of expense against an owner shall be handled as outlined (in the above noted Article), in all such cases, whether or not a lawsuit is filed and whether or not a violation occurred.
- K. VOTING RIGHTS. The Association may suspend the voting rights of a Member for an assessment payment which is delinquent in excess of 90 days.
- L. TRANSFER APPLICATION FORMS AND FEES. All applications for approval of of transfer shall be submitted to the Screening Committee on the forms prescribed by the Screening Committee and the Board of Directors. A processing fee of seventy-five (\$75.00) dollars shall be charged to the transferor of the Parcel, which fee shall accompany the application. The fee shall be non-refundable and may be changed at the discretion of the Board of Directors.
- M. ADMINISTRATIVE LATE FEES AND DELINQUENT PAYMENT INTEREST CHARGES. The Association shall charge an administrative late fee in an amount not to exceed twenty-five (\$25.00) dollars or five percent (5%) of the assessment Payments shall be deemed delinquent when received by the Property Management Company after the tenth (10th) of the month. In addition, interest shall be charged at the prevailing annual corporate maximum rate, computed on an monthly basis.

ARTICLE XIV AMENDMENT OF THE BY LAWS

These By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that at not time shall the By-Laws conflict with the terms of the Declaration or the Articles of Incorporation. Any Member of the Association may propose an amendment to the Board of Directors, and the Board of Directors shall act upon such proposal at its next meeting.

ARTICLE XVI VALIDITY

If any By-Law, rule or regulation shall be adjudged invalid, such fact shall not affect the validity of any other By-Law, rule or regulation.

ARTICLE XVII CONSTRUCTION TO BE CONSISTENT WITH
DECLARATION OF COVENANTS AND RESTRICTIONS

These By-laws and the Articles of Incorporation of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, the Articles of Incorporation, or these By-Laws, the following order of priority shall apply; The Declaration the Articles of Incorporation and the By-Laws.

The original By-Laws were originally adopted in 1983 and amended, in part, by the Board of Directors over a period of years.

Audrey Clempner 2/28/00
President

Marion A. Bucko 2/28/00
Secretary

REFERENCES TO BY-LAW CHANGES

<u>Page</u>	<u>Article</u>	<u>Reference</u>	<u>Amendment Date</u>
1	I	Association Name	8/12/92
2 TOP	III	Nominating Committee	2/ 9/88
		Number of Directors	2/ 9/88
3	IV, 9	Replacement of Trees	12/ 7/93
10	XIII, 2	Covenant Enforcement Committee	3/20/89
		Subsequent Acts	1/12/88
11	I	Fines	10/14/97
11	K	Voting Rights	10/14/97
11	L	Transfer Application	10/ 9/90
11	M	Administrative Late Fees Delinquent Interest Charges	10/ 9/90