

BY-LAWS OF

LAKEBRIDGE PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is LAKEBRIDGE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 595 North Nova Road, Ormond Beach, Florida 32074, but meetings of Members and Directors may be held at such places as may be designated by the Board of Directors of the Association from time to time.

ARTICLE II

SEAL

The corporate seal of the Association shall be in circular form and shall bear the name of the Association and such other language as is required by laws of the State of Florida.

ARTICLE III

DEFINITIONS

All terms and conditions in these By-Laws shall have the same meaning as in the Declaration of Covenants, Conditions and Restrictions ("Declaration") to be executed by Lakebridge Communities, Inc. as Developer of the Lakebridge Residential Community, which Declaration shall be recorded in the public records of Volusia County, Florida.

ARTICLE IV

PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lot, Living Units, and Common Areas within that certain tract of real property known as The Lakebridge Residential Community located in the City of Ormond Beach, Volusia County, Florida, as further described in the Declaration, and to promote the health, safety and welfare of the Owners and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and all Supplementary Declarations thereto, applicable to the property and recorded in the records of Volusia County, Florida and as the same may be amended from time to time.

(b) fix, levy, collect, and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) pledge, sell, lease, operate, maintain, transfer or otherwise dispose of any or all of its personal property.

(e) mortgage any or all of the real property and improvements thereon owned by it, subject to the approval of Lakebridge Communities, Inc. as long as it owns any Lots or Living Units, and thereafter subject to approval of three-fourths (3/4) of the Members.

(f) dedicate, sell or transfer all or any part of the real property and improvements thereon owned by it for such purposes and subject to such conditions as may be agreed to by Lakebridge Communities, Inc. as long as it owns any Lots or Living Units, and thereafter by approval of three-fourths (3/4) of the Members.

(g) participate in any mergers and/or consolidations with other corporations authorized by the laws of the State of Florida.

(h) have all powers authorized by law and to have and exercise all powers necessary or convenient to effect any or all purposes for which the corporation is organized.

ARTICLE V

VOTING AND MEMBERSHIPS

Section 1. The Lakebridge Residential Community has been initially planned for 359 residential units, and accordingly, there shall be 359 votes initially, each of which shall be owned by Lakebridge Communities, Inc. One (1) vote shall pass automatically with title to each Lot or Living Unit or parcel of land described in the Declaration. In the event the Owner of any land described in the Declaration increases or decreases the number of Living Units actually constructed thereon, the votes appurtenant to such lots shall automatically increase or decrease to the number of Living Units so constructed. Lakebridge Communities, Inc. reserves the right to exercise all of its votes not automatically conveyed to its successors and assigns. The Owner of each Lot or Living Unit, except Lakebridge Communities, Inc., shall be liable for all assessments against said Lot or Living Unit as provided in the Declaration.

Section 2. Lakebridge Communities, Inc. shall be a Member of the Association so long as it holds title to any Property in the Lakebridge Residential Community.

Section 3. No change in the number of units and land use for Lots or property described in the Declaration shall be permitted to any successor in interest to Lakebridge Communities, Inc. unless such change has first been approved by the City of Ormond Beach and by Lakebridge Communities, Inc., as long as it owns any property in the subdivision.

Section 4. Except as otherwise provided in these By-Laws, the presence at a meeting of Members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the combined votes of Membership shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the Members present and entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease, according to its terms, after one (1) year or upon the Member's disqualification to vote, whichever occurs sooner.

ARTICLE VI
MEETING OF MEMBERS

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Section 1. The Association shall have annual meetings of Members. The first annual meeting of the Members shall be held within one (1) year of the date of incorporation of the Association. Each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 p.m. or at such other date and time determined by the Board of Directors of the Association. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour of the first day following which is not a legal holiday.

Section 2. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of three-fourths (3/4) of the Members.

Section 3. The quorum for all meetings where action by Members is required shall be one-tenth (1/10) of the votes of the total number of memberships.

Section 4. Any notice required by the Declaration, Supplementary Declarations thereto, Articles of Incorporation of the Association, or by these By-Laws shall be provided in writing by personal delivery or by mailing a copy of such notice, first class postage prepaid, to the Member at the address last appearing on the books of the Association or supplied by such Member for the purpose of notice.

Notice for meetings or a referendum where action by Members is required shall be provided to Members at least thirty (30) days and no more than sixty (60) days prior to such meeting or referendum. Notice of all other meetings of Members shall be provided to Members at least fifteen (15) days before such meeting.

Notice of meetings or referenda shall specify the place, day and hour. In the case of a special meeting, the notice shall state the purpose or purposes of the meeting.

In the case of a referendum, the notice shall only include the matter(s) to be voted upon.

ARTICLE VII

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. The affairs of this Association shall be managed by a Board of Directors of no less than three (3) or more than fifteen (15) persons.

Section 2. The Board of Directors shall have the power and duties necessary for the administration of the affairs of the Association and may do all acts and things as are not, by law or by the Declaration, Articles of Incorporation, or these By-Laws, directed to be exercised and done by the Members.

Section 3. In addition to the duties imposed by these By-Laws, the Declaration, or by resolution of the Association, the Board of Directors shall be responsible for the following:

(a) to call special meetings of the Members whenever it deems necessary; and it shall call a meeting at any time upon written request of three-fourths (3/4) of the voting membership.

(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 By-Laws 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 or charges created or authorized by the Declaration and/or Supplementary Declaration.

(d) to adopt and then publish the rules and regulations governing the use of the Property as needed to protect the health, comfort, safety and welfare of the Members.

(e) to exercise for the Association, all powers, duties and authority vested in or delegated to this Association, except those reserved to the Members.

(f) to make and collect assessments authorized by the Declaration and to lease, maintain, repair and replace the common elements.

(g) to grant or contract for easements, licenses, and other privileges and duties on behalf of the Members.

(h) to cause to be kept in a complete record all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such is requested in writing by three-fourths (3/4) of the voting Members.

(i) to maintain a Book of Resolution to contain all continuing resolutions of the Board of Directors for all rules and regulations as may be established from time to time.

(j) to maintain accounting records according to good accounting practices, which shall be open to inspection by Members or their mortgagees during normal business hours.

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

(l) issue upon demand by any Member, a certificate setting forth whether or not his assessment or assessments have been paid and giving evidence thereof for which a reasonable charge may be made.

(m) designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate.

(n) hold a general meeting for Members on the proposed annual budget and approve the annual budget by an affirmative vote of a majority of Directors.

(o) by an affirmative vote of a majority of the Directors, fix any and all assessments at an amount sufficient to meet the obligations imposed by the Declaration and all Supplementary Declarations.

(p) annually set the date(s) assessments are due, which may be monthly, quarterly, semi-annually or otherwise as determined by the Board of Directors, and decide what, if any, interest rate is to be applied to assessments which remain unpaid thirty (30) days after they become due.

(q) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of the annual assessment or first installment thereof.

(r) accelerate the payment of any assessment for the balance of the Association's fiscal year and declare the entire balance immediately due and payable in full if any installment remains unpaid thirty (30) days after the installment due date.

(s) to take action it deems appropriate for the best interests of the Association with regard to assessments, which may include the filing of a lien against the property, the bringing of an action at law or equity against the Owner personally obligated to pay the same or to perfect, record and foreclose the lien against the property.

(t) procure and maintain adequate insurance policies to protect the Association, its employees and its personal and real properties.

(u) enter into mortgage agreements and obtain capital debt financing subject to the provisions of the Declaration and Articles of Incorporation.

(v) appoint such committees as prescribed herein or as it otherwise deems appropriate.

(w) exercise their powers and duties in good faith with a view to the interests of the Association, and to this end, adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

Section 4. Except for Directors appointed by Lakebridge Communities, Inc., candidates for election to the Board of Directors of the Association shall file a petition of candidacy with the Elections Committee at least three (3) weeks before the annual meeting. After Lakebridge Communities, Inc. turns over control of the Association to Members who shall elect Directors, the Elections Committee shall provide all Members with a ballot containing the names of all bona fide candidates not less than ten (10) days before the annual meeting.

Section 5. Election shall be by secret written ballot at the annual meeting or delivered to the Chairman of the Elections Committee prior to the start of the annual meeting.

Each Member shall receive as many ballots as he has votes, unless a ballot is approved for Owners having more than one vote. Notwithstanding that a Member may be entitled to several votes, he shall exercise on any one ballot only one (1) vote for each vacancy shown thereon.

Section 6. The first meeting of the first Board of Directors shall be held at such place and at such time as determined by the Declarant, and no notice shall be necessary in order to legally constitute such meeting and any action taken at such meeting.

Section 7. Regular meetings of the Board of Directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 8. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two (2) Directors after not less than three (3) days' notice to each Director.

Section 9. Before, during or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of any required notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the Minutes of the meeting.

Section 10. At all meetings of the Board of Directors, a majority of the Directors present, but not less than three (3) Directors, shall constitute a quorum for the transaction of business.

Section 11. The Board shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

(b) suspend the voting rights of a Member and his right to use recreational facilities during any period in which such Member shall be in default in the payment of an assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles or the Declaration.

(d) declare the office of a Member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors, provided, however, that concurrence in the Minutes of the meeting as provided for herein shall constitute presence at said meeting.

(e) employ such employees as they deem necessary and prescribe their duties.

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(f) exercise such other powers as given by Florida Statutes and not in conflict therewith.

ARTICLE VIII

OFFICERS

Section 1. The officers shall be a President, Vice President, Secretary and a Treasurer. The President and the Vice President shall be members of the Board of Directors. The Directors may provide for additional officers who need not be members of the Board.

Section 2. The officers shall be chosen by a majority vote of the Directors at the first meeting of the Board following the annual meeting of Members. Officers shall be chosen by a majority vote of the Directors annually thereafter.

Section 3. All officers shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 5. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he replaced.

Section 6. 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 sign all notes, leases, mortgages, deeds and all other written instruments.

Section 7. The Vice President shall perform all duties of the President in his absence.

Section 8. The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the Minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all Members of the Association, together with their addresses as registered by such Members.

Section 9. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association.

The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare or cause to be prepared an annual budget, and an annual balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE IX

OBLIGATIONS OF OWNERS

Section 1. All of the Members, except for the Declarant as set forth in the Declaration, are obligated to pay monthly assessments imposed by the Board of Directors to meet all project communal expenses, including specifically but not by way of limitation, fire and extended coverage and vandalism and malicious mischief and public liability insurance, amortization of mortgages, and taxes on the recreational facilities and Common Areas.

Section 2. Every Member must perform all maintenance, upkeep and repair work within his own Lot or Living Unit which, if omitted, would detrimentally affect the aesthetic appearance of the subdivision or a part belonging to the other Owners, being expressly responsible for the damages and liabilities that his failure to do so may engender.

A Member shall reimburse the Association for any expenditure incurred in repairing or replacing any part of the communal facilities damaged through the fault of any agent, guest or lessee of such Member.

Section 3. Usage of all property shall be limited to usage as described by duly regulated ordinances now in effect or may become in effect, in the City of Ormond Beach, Volusia County, Florida and further limited by the Declaration referred to above to which these By-Laws are an Exhibit.

Section 4. Conduct of Members shall be governed by rules and regulation, which from time to time may be approved by the Board of Directors.

ARTICLE X

COMMITTEES

Section 1. The Board shall appoint an Elections Committee no later than (2) months prior to the annual meeting date. The Committee shall consist of a chairman who may or may not be a Director, and at least four (4) Members, none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of Directors in accordance with procedures adopted by the Board and placed in the Book of Resolution.

Section 2. The Board shall appoint such other committees it deems appropriate to carry its purpose.

Section 3. Lakebridge Communities, Inc., as long as it owns any Lots, Living Units or land described in the Declaration, and Directors thereafter, shall appoint two (2) or more persons as the Architectural Control Committee of the Association. Persons appointed to the Architectural Control Committee by Declarant need not be Members of the Association.

The Architectural Control Committee shall be comprised of a Chairman, who need not be a Director, and two (2) or more other persons. A quorum for action shall be three (3) members of the Committee.

It shall be the duty of the Architectural Control Committee to regulate the external design, appearance, location and maintenance of the property and of improvements thereon and to regulate such uses of property as described in the Declaration and any Supplementary Declaration.

The Architectural Control Committee shall formulate general guidelines and procedures and submit them for confirmation to the Board of Directors. Such guidelines and procedures shall be considered adopted policy of the Association unless rejected by a non-affirmative vote of three (3) of the Board of Directors within thirty (30) days of the date of submittal. The adopted guidelines and procedures shall be incorporated in the Book of Resolutions and the Architectural Control Committee shall act in accordance with such guidelines and procedures.

ARTICLE XI

AMENDMENTS

Section 1. Until there are Members of the Association other than the Declarant, these By-Laws may be amended by the Declarant. Once there are Members other than the Declarant, these By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of the Members present in person or by proxy, with the assent of the Declarant. After the Declarant no longer owns any Property in the Lakebridge Residential Community, these By-Laws may be amended by a majority of the Members present in person or by proxy at a regular or special meeting of the Members.

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Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration applicable to the property and these By-Laws, the Declaration shall control.

ARTICLE XII

INDEMNIFICATION

Each officer and Director of the Association in consideration of his services as such, shall be indemnified by the Association to the full extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a party by reason of being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the Director or officer or person may be entitled by law, or agreement, or vote of the Members, or otherwise.

IN WITNESS WHEREOF, we, being all of the Directors of the Lakebridge Property Owners' Association, Inc. have hereunto set our hands this 21st day of February, 1980.


Robert B. McLeod


Wade Rees


Anthony J. Trella

CERTIFICATION


I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Lakebridge Property Owners' Association, Inc., a Florida corporation; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 20th day of February, 1980.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this 21st day of February, 1980.




Wade Rees, Secretary