

ARTICLE VI

BOARD OF DIRECTORS

The following three (3) persons shall constitute the first

Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Thorpe J. Earley	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707
C. Philip Wallis	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707
Andrew Temmel, Jr.	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707

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ARTICLE VII

BYLAWS

Bylaws for the Corporation shall be initially adopted by the first Board of Directors set out in Article VI above of the Corporation; during the first (1st) year of existence of the Corporation, the Board of Directors shall have the power and authority to alter and amend the Bylaws by a majority vote of such Board, thereafter, the Bylaws of this Corporation may be altered, amended, added to, or rescinded by a majority vote of a quorum of members present in person or by proxy, except that the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner or the Veterans Administration, or the Federal National Mortgage Association shall have the right to veto any amendments while Developer owns Seventy Five Percent (75%) of the Lots in the subdivision.

ARTICLE VIII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may only be amended by a majority vote of the members of the first (1st) Board of Directors, set out in Article VI, above of the Corporation for the first (1st) year of existence of the Corporation; thereafter the Articles of Incorporation may be amended by resolution

adopted by a majority of the Board of Directors and approved by a vote of members of the Association having no less than Seventy-Five Percent (75%) of the total membership vote of this Association, or approved in writing by Seventy-Five Percent (75%) of the entire membership of this Association.

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ARTICLE IX

CORPORATE EXISTENCE

This Corporation shall exist perpetually.

ARTICLE X

REGISTERED AGENT

Kenneth F. Oswald, Attorney at Law, Suite 110, 600 Courtland Street, Orlando, Florida, 32804, is hereby appointed the initial Registered Agent of this Association.

ARTICLE XI

SUBSCRIPTION

The names and addresses of the Subscribers hereto are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thorpe J. Earley	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707
C. Philip Wallis	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707
Andrew Temmel, Jr.	274 Wilshire Blvd. Suite 282 Casselberry, FL 32707

ARTICLE XII

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings,

unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his

official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is was a director, officer, employee or agent of the Association, is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article XII shall not be amended.

ARTICLE XIII

DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV

FNMA/FHA/VA APPROVAL

As long as the Developer owns Seventy Five Percent (75%) or more of the Lots in the Subdivision, the following actions will require the prior approval, if applicable, of the Federal Housing Administration ("FHA"), the Veterans Administration ("VA") and the Federal National Mortgage Association ("FNMA"); annexation of additional properties, mergers, and consolidations, mortgaging of the Common Areas, dissolution, and amendment of these Articles.

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corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 31st day MARCH, 1993.

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Thorpe J. Earley
THORPE J. EARLEY

C. Philip Wallis
C. PHILIP WALLIS

Andrew Temmel, Jr.
ANDREW TEMMEL, JR.

274 WILSHIRE BLVD., SUITE 202
CASSELBERRY, FL 32707

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to administer oaths, personally appeared THORPE J. EARLEY, C. PHILIP WALLIS and ANDREW TEMMEL, JR. known to me to be the persons named in the foregoing instrument, and they acknowledged before me executing the same.

WITNESS my hand and official seal in the State and County last aforesaid this 31st day of MARCH, 1993.

[Signature]
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 31, 1998
BONDED THRU HUCKLEBERRY & ASSOCIATES



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Kenneth F. Oswald
REGISTERED AGENT

EXHIBIT "B"

BYLAWS
OF
DEER POINTE COMMUNITY ASSOCIATION, INC.

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ARTICLE I

NAME AND LOCATION

The name of the corporation is DEER POINTE COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 274 Wilshire Boulevard, Suite 232, Casselberry, Florida 32707, 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 Deer Pointe Community Association, a Florida corporation not for profit.

Section 2. "Property" shall mean and refer to DEER POINTE, according to the plat thereof as recorded in Plat Book 46, Page(s) 48 & 49, Public Records of Seminole County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Areas" shall mean and refer to those tracts of land which are deeded to the Association and designated in the Deed as "Common Property" and such improvements thereon as are specifically conveyed to the Association. The term "Common Property" shall also include all personal property acquired by the

Association as well as all easements reserved on the plat of the Property or hereinafter conveyed to the Association. The Association shall assume the liability and provide for the perpetual maintenance of all walls, security gates and appurtenant equipment, streets, signs, asphalt pavement, sidewalks, drainage facilities and all lands lying within the road rights of way of the streets within the Property. All Common Property is to be devoted to and intended for the common use and enjoyment of the owners and their guests, lessees or invitees, subject to any rules adopted by the Association and subject to any use rights made or reserved by Developer prior to conveyance of such Common Property.

Section 4. "Lot" shall mean and refer to any plot of land exclusive of the Common Area, as shown upon the plat of DEER POINTE, according to the plat thereof as recorded in Plat Book 46, Page(s) 48 & 49, Public Records of Seminole County, Florida. The Lot shall also include a Living Unit at such time as a building is situated thereon.

Section 5. "Living Unit" shall mean and refer to any portion of a building situated upon the Property, including the land upon which it rests, designed and intended for use and occupancy as a residence by a single family.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot and Living Unit which is situated upon the Property; but, notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to a Mortgagee unless and until such

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Mortgagee has acquired title to a Lot pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 7. "Developer" shall mean and refer to WE, LTD., a Florida limited partnership, and its successors and assigns.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Lots in DEER POINTE.

Section 9. "Member" shall mean and refer to all those Owners who are members of the Association as provided in Article III, Section 1, below.

Section 10. "Surface Water and Stormwater Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42 F.A.C.

Section 11. "Master Association" shall mean and refer to Deer Run Property Owners Association #1, Inc., a Florida corporation.

Section 12. "Definitions of Terms" shall mean and refer to the definitions set forth in these Bylaws, together with the definitions set forth in the Articles of Incorporation of the Association and the Declaration all of which are incorporated herein by this reference.

ARTICLE III

MEETING OF MEMBERS

SECTION 1. Annual Meetings. The first Annual Meeting of the Members shall be held in the months of January or February following the incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the month of January or February of each year thereafter, as determined by the Board of Directors.

SECTION 2. Special Meetings. 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 the members who are entitled to vote one-half (1/2) of all of the vote of Class A membership.

SECTION 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than thirty (30) days nor more than sixty (60) 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 for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in case of a Special Meeting, the purpose of the meeting.

SECTION 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, fifty percent (50%) of the total votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of

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Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented 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 as aforesaid shall be present or be represented.

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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need not be members of the Association.

SECTION 2. Term of Office. At each Annual Meeting, the members shall elect each member of the Board of Directors for a term of one (1) year, or until their successor is appointed.

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 elected 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,

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any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the members to serve from the closing of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes

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as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour and as frequently as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same hour on the next day which is not a legal holiday.

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 (2) Directors, after not less than three (3) days notice to each Director.

SECTION 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

A. Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and

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