

This is a consolidation of the original Bylaws and all amendments. It is not an official copy of the Bylaws. Reference should be made to the original Bylaws and the amendments for the official version.

Original recorded in

Palm Beach County ORB 9646, Page 368

BY-LAWS OF
LAKE CHARLESTON
MAINTENANCE ASSOCIATION, INC.

A Corporation Not for Profit

Under the Laws of the State of Florida

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to LAKE CHARLESTON MAINTENANCE ASSOCIATION, INC., a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 2. "The Properties" shall mean and refer to The Properties as defined in the Declaration Covenants for Lake Charleston (the "Covenants") described in the Articles of Incorporation of the Association.

Section 3. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot as described in the Covenants.

Section 4. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article III of the Articles of Incorporation of the Association.

Section 5. All other definitions used in the Covenants are incorporated herein by this reference.

ARTICLE II

LOCATION

Section 1. Until changed, the principal office of the Association shall be located at 7241 Jog Road, Lake Worth, Florida 33467.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, that portion of The Properties against which such assessments are made as provided in the Covenants.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Directors of the Association shall consist of five (5) persons who shall be elected at the annual meeting of the Members. In order to promote continuity of service of Directors, beginning with the annual meeting in 2001, the three candidates receiving the most ballots cast shall be elected to serve for terms of two years and the two candidates receiving the next highest number of ballots cast shall be elected to serve one year terms. Thereafter, Directors shall be elected to serve for two year terms. Directors shall serve for their respective terms until a successor is duly elected, unless he or she sooner resigns, dies or is removed by the voting Members. The

election of Directors shall occur as follows. At each election meeting, the Members shall elect as many Directors as there are regular terms of Directors expiring and other vacancies to be filled. Not less than sixty (60) days before the scheduled election meeting, the Association must send notice to each Owner of the date. Not less than forty (40) days before the date of the election meeting, eligible candidates must deliver to be received by the Association, written notice of his or her desire to run for the Board of Directors in order to be eligible to be placed on the election ballot. Any candidate may furnish the Association with an information sheet which shall be no larger than 8-1/2 inches by 11 inches. The candidate's information sheet, if any, must be received by the Association by no later than thirty-five (35) days prior to the meeting. The Association shall have no liability for the contents of this information sheet prepared by the candidate. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper. The Association may print or duplicate the information sheets on both sides of the paper. The Association shall provide that notice to all Members required by the By-Laws, reminding them of the date, time and place of the election meeting, together with a ballot listing all eligible candidates and any information sheets received from same. The ballot shall be a secret ballot. No Owner shall permit any other person to cast his or her ballot, and any such ballots improperly cast shall be deemed invalid. In the election of Directors, there shall be appurtenant to each Lot (or acre or portion of an acre for Commercial Lots) as many votes as there are Directors to be elected. No voting representative may cast more than one vote for any candidate, it being the intent that casting ballots in the election of Directors shall be non-cumulative. The candidates receiving the highest number of ballots cast shall be declared elected, except that any tie(s) shall be decided by lot. A newly elected Director shall take office immediately upon the adjournment of the election meeting, notwithstanding that there may not be a quorum

for the annual meeting. The minimum ballot return required for the election of Directors is 20% of the votes required for the election of Directors.

A. Any Member may nominate himself or herself at the election meeting so long as such right is guaranteed by Chapter 720, Florida Statutes, as amended from time to time.

B. Proviso. Notwithstanding the foregoing to the contrary, an election and balloting are not required unless more candidates file notices of intent to run than vacancies exist on the Board to be filled. In that event, the Association shall announce the new Directors at the annual meeting, and all candidates take office as such immediately following the adjournment of the annual meeting.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the voting interests of all voting Members, either by a written agreement or at any Members' meeting called for that purpose.

A. By Written Agreement. If a proposed recall is sought by written agreement, a separate agreement is required for each Member of the Board being recalled.

B. By Special Meeting. A special meeting for the purpose of recall shall be called if demand by the voting interests of Members owning Lots is made pursuant to these By-Laws. The notice of meeting shall specify a person, other than a Board Member, subject to that recall, who shall call the meeting to order and determine whether a quorum is present. The failure of the notice to so designate a person shall not invalidate an otherwise valid

notice.

Section 3. The first meeting of the duly elected Board of Directors, for the purposes of organization, shall be held immediately after the annual meeting of Members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three (3) days' notice in writing to each member of the Board so elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Palm Beach County, Florida, on such days and at such hours as the Board of Directors may, by resolution, designate.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held any place or places within Palm Beach County, Florida, at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail, or one (1) day by telephone or telegraph, prior to the meeting. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the Directors.

Section 8. Directors (including affiliates of the Developer) shall have the

absolute right to resign at any time and the remaining directors in office shall then fill the vacancies, provided that if all directors resign, a special meeting of members shall be called as soon as possible for the purpose of electing new directors and the resignations of such directors shall not be effective until such election is held and new directors are elected, except that if no meeting is held or no directors are elected after two (2) attempts to call and hold such meeting, the resignations shall become effective simultaneously with the date and time of the scheduled second meeting, whether held or not or whether new directors are elected or not.

ARTICLE V

OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect at least one (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence of disability of the President, any Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and

securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 3. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI

MEETING OF MEMBERS

Section 1. The regular annual meeting of the Members shall be held in the month of November in each year at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two (2) or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-third (1/3) of all the votes of the entire membership for the particular matter.

Section 3. Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to the addresses appearing on the records of the Association. Each Member shall register his or her address with the Secretary, and notices of meetings shall be mailed to him or her at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least fifteen days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided. Notwithstanding the foregoing

to the contrary, notice need be given only to the particular voting Members to vote on the particular matter.

Section 4. The quorum at Members meetings shall [sic] 30% of the voting interests. So long as the minimum ballot return is obtained as required by Article IV, Section 1 of the By-Laws, as amended, the failure of the annual meeting to achieve a quorum shall not affect the validity of the election of the Directors, who shall take office upon the adjournment of the meeting with or without a quorum.

Section 5. A proxy may be executed by any voting Member, or by any officer of a corporate Member, any partner of a partnership as Member and any trustee of a trust as Member. To be valid, a proxy must be in writing, dated and signed and delivered to the secretary no later than the adjournment of the meeting at which the proxy is to be used. An executed original, an executed telegram or cablegram appearing to be transmitted by the authorized person, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy form are all valid. Holders of proxies need not be Members. The proxy may name the Board of Directors as the proxy holder, in which case the proxy shall be voted in the manner determined by the Board of Directors. No proxy shall be used to elect Directors at the annual meeting, except that a proxy may be used for the removal of Directors at the annual meeting, except that a proxy may be used for the removal of Directors at a special meeting. Notwithstanding the foregoing, any Member voting pursuant to Article III, Section 3.A of the Articles of Incorporation shall vote in person and not by proxy.

(There is no Section 6)

ARTICLE VII

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member of the Association.

ARTICLE VIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of 66-2/3% of Members present and voting in person or by proxy, provided that the notice to the Members of the meeting discloses the information that the amendment of the By-Laws is to be considered, provided, however, the provisions which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Covenants may not be amended except as provided in such Covenants.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Covenant and these By-Laws, the Covenants shall control.

Section 3. Anything to the contrary herein notwithstanding, HUD/VA has the right to veto Amendments to these By-Laws so long as there is a Class "B" Membership.

WE HEREBY CERTIFY that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of the Association on the _____ days of _____, 1988.