BYLAWS OF
DEER CREEK RV GOLF & COUNTRY CLUB, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I. GENERAL PROVISIONS

1.2 Name. The name of this corporation is DEER CREEK RV GOLF & COUNTRY CLUB, INC.

1.2 Principal Office. The principal office of the Corporation shall be at 42749 Highway 27, Davenport, Florida 33837, or at such other place as may be subsequently designated by the Board of Directors (hereinafter "Board" and sometimes "Directors").

1.3 Definitions. These Bylaws shall govern the operation of the Corporation. Any terms not defined in these Bylaws shall have those definitions established by the applicable Florida Statutes, except if any definition in these Bylaws conflicts with a definition in the Florida Statutes, where permissible, the definition in these Bylaws shall prevail.

1.4 Dedicatory Documents. The "Dedicatory Documents" shall be defined as the documents that the Corporation is required to follow and/or enforce in regards to the properties acquired from Deer Creek, Ltd., a Florida limited partnership and are commonly referred to as the Deed Restrictions and Covenants applicable to the Deer Creek Community (the "Community") , the amenities serving the Community and its subdivisions as recorded in the Public Records of Polk County, Florida, and the rules and regulations governing the use of the amenities and facilities serving the Community and the conduct of the owners of lots or units in the Community and their occupants and guests.

1.5 These By Laws pertain to all phases of the Deer Creek community. Articles that pertain specifically to a phase or phases will be mentioned separately within these ByLaws in articles that pertain specifically to them.

ARTICLE II. MEMBERSHlP AND VOTING RIGHTS

2.1 Membership.

(a) Membership in this Corporation shall be limited to lot or unit owners in the Deer Creek Community (the "Community") in Davenport, Florida who have purchased a membership certificate in the Corporation, their successors and assigns. Upon the transfer of a membership certificate, either voluntarily, in accordance with these Bylaws or by operation of law, the transferee shall become a voting member of the Corporation if all the requirements for voting membership have been met. If the membership certificate is vested in more than one person, all of the persons owning the membership certificate shall be eligible to hold office, attend meetings and act as full members of the Corporation; but, as hereinafter indicated, the vote of a membership certificate shall be cast by the "voting member". If a membership certificate is owned by a corporation, trust or other entity, that corporation, trust or other entity shall designate an individual as its voting member and the natural person(s) entitled to occupy

the lot or unit on its behalf.

(b) Each lot or unit is entitled to no more than two membership certificates. Upon sale of any lot or unit, all certificates that have been purchased for that lot or unit must be sold with the lot or unit or to another eligible lot or unit owner.

2.2 Voting.

(a) The owner of each membership certificate shall be entitled to one vote. An owner who owns more than one membership certificate shall be entitled to one vote for each certificate. Each membership certificate's vote shall not be divisible.

(b) Majority Vote. The acts approved by a majority of votes present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all membership certificate owners for all purposes, except where otherwise provided by law, in the Articles of Incorporation or by these Bylaws; and, as used in these Bylaws and the Articles of Incorporation, the term majority of the members shall mean those membership certificate owners having more than fifty (50%) percent of the total authorized votes of all membership certificates present, in person or by proxy, and voting at any meeting of the membership at which a quorum including proxies shall be present.

(c) Quorum. Unless otherwise provided in these Bylaws, the presence in person or by proxy of 1/3 of the designated voting membership shall constitute a quorum.

(d) Proxies/Elections. Proxies may be voted only in accordance with the law. The members of the Board of Directors shall be elected by written ballot or by proxy.

(e) Designation of Voting Member. If a membership certificate is owned by more than one member the member entitled to cast the membership vote shall be designated in a certificate which shall be filed with the Secretary after being signed by all of the members owning an interest in such certificate. If a certificate is owned by a corporation, limited liability company or a trust, it shall designate the person entitled to cast the vote by certifying such person's name with the Secretary. Each such certificate shall be valid until revoked or superseded by a subsequent certificate. Notwithstanding the foregoing, if a certificate is owned jointly by a husband and wife, they may designate a voting member; or, not having designated a voting member, if only one is present at a meeting, that owner may cast the membership vote; or, if they are both present at a meeting and are unable to agree upon any subject requiring a vote, then there shall be no vote cast by the membership certificate on that particular subject at that meeting.

2.3 Age. The minimum voting age shall be 21.

ARTICLE III. MEMBERSHIP AND MEETINGS

3.1 Place. All meetings of the membership shall be held in the Deer Creek Main Club House or at such other place and at such time as shall be designated by the Directors and stated

in the notice of the meeting.

3.2 Notices. Adequate notice of all membership meetings shall be posted in a conspicuous place upon the Corporate property at least forty-eight (48) continuous hours preceding the meeting, except in an emergency. However, written notice of any meeting at which non-emergency special assessments or at which amendments to rules regarding lot or unit use will be proposed, discussed, or approved shall be e-mailed, mailed or delivered to the unit owners and posted conspicuously on the Corporate property not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice shall be made by an affidavit executed by the Secretary and filed among the official records of the Association. The directors shall designate the specific location or locations on the Corporate property upon which all notices of Board meetings shall be posted. Notice of any meeting in which regular assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

3.3 Annual Meeting. Commencing in 2015, the annual meeting for the purpose of electing Directors and transacting any other authorized business shall be held on the third Friday in March of each year or at such other time as shall be selected by the Directors. At the annual meeting, the members shall elect the Directors by a plurality vote (cumulative voting prohibited) and shall transact such other business as may be properly brought before the meeting.

3.4 Regular Meetings. Regular meetings of the members for any purpose, unless otherwise prescribed by statute, may be established by Resolution of the Board of Directors from time to time. A copy of such Resolution shall be posted in a conspicuous place determined by a resolution of the Board of Directors at least fourteen (14) continuous days prior to the first of such regular meetings. Unless otherwise prescribed by statute, the Secretary shall not be required to send by regular mail or deliver a notice of each regular meeting to each member; however, the Secretary shall make certain that a copy of the Board Resolution authorizing the regular meetings shall be posted continuously in a conspicuous place determined by a resolution of the Board of Directors. The Board Resolution shall list the time, date and place of the scheduled regular meetings. "No further notice of regular meetings shall be required, except that an agenda of each regular meeting shall be posted on said bulletin board at least fourteen (14) days prior to the scheduled meetings.

3.5 Special Meetings. Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the President or shall be called by the President or Secretary at the request, in writing, of a majority of the Directors or at the request, in writing, of voting members representing twenty (20%) percent of the total number of voting membership certificates outstanding. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subject(s) stated in the notice of meeting. The notice of the meeting must contain the date, time and place at which the meeting will be held and be properly noticed in advance.

3. 6 Waiver and Consent. Whenever the vote of the members at a meeting is required or permitted by any provision of the statutes or the Articles of Incorporation or of these Bylaws to be taken in connection with any action of the Corporation, the meeting and vote of members

may be dispensed with if all of the members, who would have been entitled to vote upon the action of such meeting if such meeting were held, shall consent in writing to such action being taken. Voting Membership certificate owners may waive notice of specific meetings and may take action by written agreement without meetings.

3.7 Adjourned Meetings. If any meeting of the members cannot be convened or cannot proceed because a quorum is not present either in person or by proxy, the meeting shall be adjourned from time to time until a quorum is present.

3.8 Order of Business. The order of business at annual meetings and, as far as practical, at other meetings of the membership, shall be:

(a) Call to order by President or Chairman

(b) Calling of the roll and certifying of proxies

(c) Proof of notice of meeting or waiver of notice

(d) Appointment of inspectors of elections

(e) Reading and disposal of any unapproved minutes

(f) Ratification of prior actions of Board of Directors

(g) Reports of Officers

(h) Reports of Committees

(i) Election of directors

(j) Unfinished business

(k) New Business

(1) Adjournment

3.9 Conduct of Meetings. Members shall have the right to participate in meetings of the Membership with reference to all designated agenda items. However, the Board of Directors may adopt reasonable rules governing the frequency, duration and manner of member participation. Any member may tape record or videotape Membership meetings of the members pursuant to policy adopted by the Board of Directors.

3.10 Minutes of Meetings. The minutes of all meetings of the membership shall be kept in a book available for inspection by the members or their authorized representatives and board members at any reasonable time. In the alternative, the minutes of all meetings, and all other records described in Florida Statutes Section 617.1601, shall be maintained in such other

form that is capable of conversion into written form within a reasonable time. The Corporation shall retain these minutes for a period of not less than seven (7) years.

ARTICLE IV. DIRECTORS

4.1 Membership. The affairs of the Corporation shall be managed by a Board of Directors. Each Director shall be a bona fide owner of a membership certificate, or the designated voter of a membership certificate owned by a corporation, limited liability company or other similar entity, or the beneficiary of a trust owning the certificate. No Director shall continue to serve on the Board after ceasing to be an owner of a membership certificate or the designated voter of a membership certificate in the Corporation. Initially, the Board of Directors shall be seven members, one each from Osprey Point, Eagle's View, Partridge Pines, Regal Pointe, Regal Ridge and Mockingbird and one member at large. Each board member representing a particular subdivision or cooperative in the Deer Creek community shall be elected by the Voting Members owning membership certificates appurtenant to lots or units in that particular subdivision or cooperative. For example, the only Voting Members entitled to elect the Director representing Osprey Point shall be the Voting Members owning membership certificates appurtenant to lots in Osprey Point. All Voting Members in the Deer Creek community shall be entitled to elect the at large member of the Board of Directors. The number of board members and composition of the board of directors may be changed from time to time by a majority of voting members voting in person or by proxy at duly called meeting of the membership at which a quorum is present.

4.2 Election, Removal and Resignation of Directors. Election of Directors shall be conducted in the following manner:

(a) Election of Directors shall be held at the annual meeting of the membership.

(b) A nominating committee of three (3) members, one of whom shall be a Director, shall be appointed by the Board of Directors not less than sixty (60) days prior to the annual meeting of the membership. The committee shall nominate one or more persons for each vacancy from the particular subdivision or cooperative in the Deer Creek community that was represented by the vacated Director, except that in the case of a vacancy by the At Large Director, a successor shall be chosen from any subdivision or cooperative in the Deer Creek community, The nominating committee shall make and publish its report at a meeting of the Board of Directors at least thirty (30) days prior to the election. Nominations may be taken from the floor at such meeting and shall then be closed.

(c) The election shall be by ballot (unless dispensed with by unanimous consent) and by plurality of the votes cast, each person voting being entitled to cast a vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Directors may be removed from office by following the requirements and procedures set forth in Florida Statute 617.0808, as amended, which are adopted for this purpose.

(e) If the office of any Director becomes vacant by reason of death, resignation,

retirement, disqualification or removal from office, a majority of the remaining Directors, though not less than a quorum, shall choose a successor from the particular subdivision or cooperative in the Deer Creek community that was represented by the vacated Director, except that in the case of a vacancy by the At Large Director, a successor shall be chosen from any subdivision or cooperative in the Deer Creek community, subject to the provisions of Florida Statutes 617.0808(1)(f).

The term of any director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected.

(f) Any Director may resign at any time by sending written notice of such resignation to the office of the Corporation. Any Director shall become disqualified to hold office upon the transfer of the membership certificate or termination of the certificate designating the Director as being the designated voter of a membership certificate.

4.3 Terms of Directors. The terms of the Board of Directors shall be as follows: At the 2015 annual meeting, seven Directors shall be elected, with the Directors for Osprey Point, Partridge Pines and Regal Ridge being elected for two year terms and the Directors for Eagles View, Mockingbird Ridge, Regal Pointe and the at large Director being elected for a one year term. At the 2016 annual meeting, elections shall be held for two year terms to fill the terms that are expiring for the Directors for Eagles View, Mockingbird Ridge, Regal Pointe, and at large Director. At annual meetings thereafter, elections shall be held to fill the expiring two year terms and the remainder of a term for any Directors' positions becoming open as a result of vacancies or appointments to fill such vacancies

4.4 Organizational Meeting. The organization meeting of the Board of Directors shall be held immediately after their election at the annual meeting. The only order of business at the meeting shall be the election of officers. Notice of such meeting shall be given to the membership with the notice of the annual meeting of the membership.

4.5 Regular Meetings.

(a). The Board of Directors will meet at least four (4) times a year with adequate notice of all Directors' meetings by duly adopted rule or given to all Directors personally, by email or regular mail, which notice shall state the time, place and purpose of the meeting at least forty-eight (48) continuous hours preceding the meeting, except in an emergency. Regular meetings of the Board of Directors are not open to members except by invitation only with the exception of subsection (b) below.

(b). Written notice of any meeting at which nonemergency special assessments, or at which amendment to rules regarding lot or unit use, will be proposed, discussed or approved, shall be emailed, mailed or delivered to the members and posted conspicuously in the community not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice shall be made by an affidavit executed by the Secretary and filed among the official records of the Corporation. Upon notice to the members, the board shall by

duly adopted rule, designate a specific location in the community upon which all notices of board meetings shall be posted. Notice of any meeting in which regular assessments against unit owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

4.6 Special Meetings. Special meetings of the Directors may be called by the President, or in the President's absence, by the Vice-President and must be called by the President and Secretary at the written request of one-third (1/3) of the members of the Board. Notice of the meeting shall be given personally or by email, or regular mail, except in an emergency, which notice shall state the time, place and purpose of the meeting and shall be transmitted not less than forty-eight (48) hours prior to the meeting, except that at any meeting where the budget or assessments against membership certificates are to be considered for any reason, notice of such meeting shall be to all Members and posted conspicuously on the bulletin board provided for that purpose located in the Main Club House at least fourteen (14) days in advance of such meeting.

4.7 Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting. Attendance by any Director at a meeting shall constitute a waiver of notice of such meeting unless the Director states that attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.8 Quorum. A quorum at a Directors' meeting shall consist of a majority of the entire Board of Directors.

4.9 Adjourned Meetings. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at that meeting as originally called may be transacted. Notice of any adjourned meeting shall be posted in accordance with the notice requirements of regular meetings (see Section 4.5 above).

4.10 Chairman of the Board. The presiding officer of the Directors' meetings shall be the President of the Corporation who shall also be the Chairman of the Board and, in the absence of the Chairman of the Board, a temporary Chairman selected by a majority of the Board shall preside.

4.11 Order of Business. The order of business at Directors' meetings shall be:

(a) Roll call

(b) Reading of minutes of the last meeting

(c) Consideration of communications

(d) Members' comments

(e) Resignation and elections

(f) Reports of officers and employees

(g) Reports of committees

(h) Unfinished business

(i) Original resolutions and new business

(j) Adjournment

4.12 Non-Agenda Items. Any item not included on the notice of a meeting may be taken up on an emergency basis upon agreement by at least a majority plus one of all the members of the Board of Directors. In the event that an emergency action is taken as set forth in this section, notice of such action shall be included in the agenda of the next regular meeting of the Board of Directors and shall be ratified by a majority vote of the Directors present at such meeting.

4.13 Conduct of Meetings. The Directors may adopt reasonable rules governing the frequency, duration and manner of meetings.

4.14 Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by the membership or their authorized representatives. In the alternative, the minutes of all meetings, and all other records described in Florida Statutes Section 617.1601, shall be maintained in such other form that is capable of conversion into written form within a reasonable time. Minutes of the meetings of the Board of Directors shall be retained for a period of not less than seven (7) years.

4.15 Electronic Communication. Unless the Articles of Incorporation or the Bylaws provide otherwise, the Board of Directors may permit any and all directors to participate in a regular or special meeting by, or conduct the meeting with the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. There shall be no voting by proxy or wire transmission.

4.16 Compensation. Directors shall not be entitled to any compensation for their services as directors other than for reimbursement for expenses incurred and only upon approval of the Board of Directors.

4.17 Committees. The Board of Directors may from time to time appoint a committee or committees. Each such committee shall have at least one director as a member. Both members and non-members may be appointed. All committee meetings except meetings at which a proposed budget is to be considered, shall, at the option of the Chairman thereof or a majority of the committee members, be conducted in private. No committee shall take any action that shall be binding on the Board of Directors without a majority vote of the directors attending a regular or special meeting of the Board.

4.18 Approval Authority. Where approval or consent of the Board is required under these Bylaws, the Board of Directors may by resolution delegate its authority to a committee of two or more directors. Each such committee shall keep minutes of each approval procedure. If the committee fails to unanimously approve the requested action, it shall be referred to the Board of Directors at its next regularly scheduled meeting for final determination.

4.19 The Corporation shall obtain and maintain directors and officers insurance.

ARTICLE V. POWERS AND DUTIES OF THE DIRECTORS

5.1 The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all acts except such acts which by law or by these Bylaws may not be delegated to the Board of Directors by the members. The Board of Directors shall have the power and duty to operate and maintain the amenities of DEER CREEK; determine the expenses required by the operation of the Corporation; collect assessments necessary for the common expense of the Corporation; employ personnel necessary for the operation of the amenities; adopt rules and regulations covering the details of the operation of the amenities; enter into businesses related to the operation of the Corporation and the sales or maintain bank accounts; purchase, lease or acquire membership certificates in the name of the Corporation; lease, sell, sublet, transfer, mortgage. or grant licenses and easements or otherwise deal with the corporate assets; to take title to real and personal property (including intangible personal property) as trustee for the members; obtain insurance; borrow money on behalf of the Corporation when required in connection with capital improvements, operation, care, upkeep and maintenance of the amenities or other assets or refinancing of the Blanket mortgage.

5.2 The Board of Directors shall exercise all of the powers specifically set forth in the Articles of Incorporation, these Bylaws, any documents of record that provide for the authority of the Board of Directors, including, but not limited to, Deed Restrictions, Covenants and laws of Florida; shall collect delinquent assessments by suit or otherwise; shall abate nuisances; may enjoin or seek damages from members for violation of these Bylaws, the Rules and the terms and conditions of the deed restrictions; may impose a reasonable fee required for the transfer or sale of a membership certificate.

5.3 The Board of Directors shall assess the residents in Eagles View, Osprey Point, Partridge Pines and Regal Pointe a monthly amenities fee during each fiscal year in an amount sufficient when added to other income to pay operating expenses of the Corporation including debt service. Regal Ridge, a “stand-alone” community, shall be assessed an annual amount sufficient to maintain their pro-rata share of the Common Amenities.

5.4 In addition to the powers set forth herein, the Corporation shall have all those powers set forth in Chapter 617, Florida Statutes.

ARTICLE VI. OFFICERS

6.1 President. The President shall be the chief executive officer of the Corporation and Chairman of the Board of Directors. The President shall preside at all meetings of the membership. The President shall have general supervision over the affairs of the Corporation and other officers. The President shall sign all written contracts and perform all of the duties incident to the office and such duties as may be delegated from time to time by the Board.

6.2 Vice President. The Vice President shall perform such duties as may be required

by the Board and, in the absence of the President, those duties incidental to the office of the President.

6.3 Secretary. The Secretary or Assistant Secretary shall issue notices of meetings, shall attend and keep minutes of all meetings and shall have charge of all of the books and records of the Corporation, except those kept by the Treasurer.

6.4 Treasurer. The Treasurer shall supervise the custody of the Corporation funds and securities. The Corporation's Manager shall keep full and accurate accounts of the Corporation's receipts and disbursements and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall monitor the Corporation's Manager's activities in this regard, as advised by the Corporation's accountant, and shall account to the Corporation and the members in accordance with Florida law.

6.5 Officers. The officers of the Corporation who shall hold office and serve until their successors are elected by the Board of Directors of the Corporation are as follows:

President	John Newsome
Vice President	Joreta Speck
Secretary	Joan Leah
Co-Treasurer	Walter Doraz
Co-Treasurer	Chuck Morley

6.6 Resignations. Any officer may resign his post at any time by written resignation delivered to the Secretary, which shall take effect immediately unless a later date is specified therein.

6.7 Termination. Officers shall serve at the pleasure of the Board of Directors and may be removed from office at any Board meeting where a quorum is present.

ARTICLE VII. CORPORATE FUNDS & ASSESSMENTS

7.1 Depositories. The funds of the Corporation shall be deposited in such banks and depositories as may be determined and approved by resolutions of the Board. Funds shall be withdrawn with 2 signatures and demands for money signed as designated by the Board.

7.2 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 each year; provided, however, the Board is expressly authorized to change to a different fiscal year if it deems it advisable.

7.3 Assessments. Membership expense assessments shall be in accordance with the covenants contained in the Deed Restrictions, Covenants and other dedicatory documents and these Bylaws (the "Documents").

7.4 Determination of Budget.

(a) After considering the formula set forth in the budgeted income from other sources, the Directors shall fix and determine the sum or sums necessary "and adequate to assess members for their share of the amenities expenses by virtue of a budget to be adopted by the Board of Directors. Expenses shall include expenses for the operation, maintenance, repair or replacement of the amenities; costs of carrying out the powers and duties of the Corporation; all insurance coverage; and any other expenses designated as amenities expenses shall be assessed against members as provided in the Documents. Assessments shall be payable monthly or quarterly in advance and shall be due on the first day of each month or each quarter as determined by the Directors. Assessments shall be made against members, in an amount required to provide funds in advance for payment of the anticipated current operating expenses and for unpaid operating expenses previously incurred. Special assessments, if necessary, may be levied and shall be payable in the manner determined by the Directors.

(b) A copy of the proposed budget shall be made available to the members not less than fourteen (14) days prior to the Board meeting at which the budget will be considered, together with a notice of that meeting.

(c) When the Directors determine the budget, the Treasurer shall email, mail or present to each member a statement of assessment.

(d) The proposed annual budget of common expenses shall be detailed and shall show the amounts budgeted by accounts and expense classifications.

7.5 Application of Payments and Commingling of Funds. All sums collected by the Corporation from common expense assessments, other charges and income may be commingled in a single fund or divided into more than one fund, as determined by the Directors**.** Such comingling will be subject to strict accounting rules by an independent CPA. Application of payments from Mockingbird Ridge and Regal Ridge will be used or applied to common amenities only.

7.6 Fidelity Bonds. Pursuant to the requirements of law, the Corporation shall obtain fidelity bonding. The Corporation shall bear the cost of any such bonding.

7.7 Accounting Review or Audit. Unless waived by the members, a review or audit of the accounts of the Corporation shall be made in compliance with law from time to time as directed by the Directors. A copy of any report received as a result of a review, audit or written summary thereof shall be furnished to each member of the Corporation.

7.8 Accounting Records and Reports. The accounting records of the Corporation shall be open to inspection by members or their authorized representatives at reasonable times, and written summaries of them shall be supplied at least annually. The records shall include, but not be limited to, (a) a record of all receipts and expenditures, (b) an account for each membership certificate designating the name and current mailing address of the member, the amount of each assessment, the dates and the amounts in which the assessments come due, the amount paid upon the account and the balance. All records and reports shall meet the minimum requirements as set forth in Florida Statute Section 617.1705. The Board shall select an outside auditor who shall be available at the annual meeting to answer questions.

ARTICLES VIII. ROSTER OF MEMBERS AND MORTGAGES

8.1 The Corporation shall maintain records entitled "Members." A member who mortgages a membership certificate shall notify the Corporation of the name and address of the mortgage. A member who satisfies a mortgage encumbering a membership certificate shall also notify the Corporation.

ARTICLE IX. PARLIAMENTARY RULES

Roberts' Rules of Order (latest edition) shall govern the conduct of the Corporation meetings including committees when not in conflict with the Articles and these Bylaws.

ARTICLE X. AMENDMENTS

Except as otherwise provided elsewhere, these Bylaws may be amended in the following manner:

10.1. Proposal of Amendments. A resolution for the adoption of an amendment to these Bylaws may be proposed either by majority of the Directors or by not less than twenty (20%) percent of the members entitled to vote.

10.2 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. Amendments may be adopted by a two-thirds (2/3) vote of the members present, in person or by proxy, at the meeting set forth in the notice given pursuant to Section 10.2.

10.4 Execution. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Bylaws, which certificate shall be executed by the President or Vice President and attested by the Secretary or Assistant Secretary of the Corporation . The amendment shall be effective when the certificate and copy of the amendment are filed with the records of the Corporation.

ARTICLE XI. COMPLIANCE AND DEFAULT

11.1 Violations. In the event of a violation (other than the non-payment of an assessment) by a member or occupant of a site or unit owned by a member of any of the provisions of these Bylaws, the Deed Restrictions, the Covenants, the Rules or other Dedicatory Documents, the Corporation, by direction of its Directors shall notify the members of said breach by written notice, transmitted to the member by certified mail. If such violation shall continue for a period of thirty (30) days from the date of mailing of the notice, the Corporation shall have the right to treat such violation as an intentional, material breach of the Bylaws and the Corporation shall then, at its option, have the following elections:

(a) To commence an action in equity to enforce performance on the part of the member; or

(b) To commence an action at law to recover its damages; or

(c) To commence an action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

Upon a finding by a court that the member was in violation of any of the provisions of the above-mentioned documents, the member shall reimburse the Corporation for its reasonable attorney's fees and costs incurred in bringing such action.

11.2. Defaults.

(a) In the event a lot owner in Eagles View, Osprey Point, Partridge Pines or Regal Pointe defaults on assessments required to be paid to the corporation, after ninety (90) days from the due date the corporation shall pursue payment as outlined in the Covenants and Restrictions of that lot owner's phase.

(b) In the event a certificate holder in Mockingbird Ridge defaults on an assessment, the corporation may, after ninety (90) days from the due date, place a lien on the certificate, but not on a lot or unit. Once a lien has been placed on the certificate, the certificate cannot be sold or transferred until the lien has been satisfied. While a lien is on a certificate, the certificate holder shall have no voting rights in the corporation. If the lien has not yet been satisfied after one hundred eighty (180) days from the due date, the Board of Directors will review the certificate holder's situation concerning any special issues, such as estate, financial, medical reasons, etc. At that time the Board of Directors may take further action, if needed, up to and including the surrender of the certificate. If the Board of Directors determines that the certificate must be surrendered, this ends any obligation that the certificate holder has to the corporation. It also ends any current or future legal action from the corporation against the certificate holder.

(c) Regal Ridge is a Cooperative. Their amenities use assessment is paid annually to the Corporation by their Cooperative. In the event a member of the cooperative defaults on this assessment after ninety (90) days from the due date, the cooperative shall pursue payment as outlined in their governing documents.

11.3 Negligence or Carelessness of a Member. Each member shall be liable for the expenses of any repair or replacement rendered necessary by the member's act, neglect or carelessness, or by the negligence of any family member, guest, sublessee, employee, agent or license.

ARTICLE XII. INDEMNIFICATION

Each Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon in connection with any proceeding or settlement in which the Director or officer may become involved, by reason of being or having been a Director or officer of the Corporation. This indemnification shall apply whether or not the individual is a Director or officer at the time such liabilities or expenses are incurred, except in cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office held. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement or reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights of indemnification to which such Director or officer may be entitled.

ARTICLE XIII. LIABILITY SURVIVES TERMINATION OF MEMBERSHIP

The termination of membership in the Corporation shall not relieve or release any former member from any liability or obligation incurred under or in any way connected with the Corporation during the period of membership, or impair any rights or remedies which the Corporation may have against such former member arising out of, or which is in any way connected with such membership.

ARTICLES XIV. LIMITATION OF LIABILITY

Notwithstanding the duty of the Corporation to maintain and repair the amenities, the Corporation shall not be liable for injury or damage caused by a latent condition in any unit or lot or in the Community, nor for injury or damage caused by the elements, members or other persons.

ARTICLE XV. SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Not for Profit." Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE XVI. MEMBERSHIP CERTIFICATES

16.1 Issuance. Not more than two membership certificates per lot or unit shall be issued to the owner(s) of a lot or unit who purchased a membership certificate in the

Corporation. The membership price for the certificates shall be set from time to time by the Directors.

16.2 Execution. Membership certificates shall be signed by the President and Secretary and shall have the corporate seal affixed.

16.3 Form of Membership Certificate. The form of membership certificate shall be determined by the Board of Directors.

16.4 Transfers. Transfers of membership certificates shall be made only on the books of the Corporation. The existing certificate, properly endorsed, shall be surrendered and canceled before a new certificate is issued. All transfers of membership certificates are subject to these Bylaws and other Corporate documents.

16.5 Votes. Each membership certificate shall entitle the holder to one vote at meetings of the membership.

16.6 Liens. The Corporation shall have a first lien on membership certificates in the name of each member for debts due the Corporation by such member

16.7 Conditions of Acceptance of Membership Certificates. Upon the acceptance of the membership certificate, the member agrees that the rights of such certificate shall incorporate the following:

The rights of any holder of this membership certificate are subject to the provisions of the Articles of Incorporation and the Bylaws of the Corporation and to all of the terms, covenants, conditions and provisions of certain deed restrictions and other dedicatory documents which impose a lien on the certificate to secure payment of assessments, common expenses and other sums which may become due to the Corporation from the holder hereof.

ARTICLE XVII. APPROVAL AND RATIFICATION

The Corporation, by its execution of these Bylaws, approves and ratifies all of the covenants, terms and conditions, duties and obligations of these Bylaws and exhibits attached hereto. The members, by virtue of their acceptance of the membership certificate, approve and ratify all of the terms and conditions, duties and obligations of these Bylaws and exhibits attached hereto.

ARTICLE XVIII. RULES AND REGULATIONS

Rules and Regulations may be adopted and amended from time to time and shall be deemed in effect until amended by the Directors and shall apply to and be binding upon all members. The members shall, at all times, obey said rules and regulations and shall use their best efforts to see that they are faithfully observed by their families, guests, invitees, lessees, servants and persons over whom they exercise control or supervision. In order to change, amend or vary old or present rules and regulations and/or adopt new rules and regulations, the same shall be

duly passed by at least fifty-one (51 %) percent majority vote of the Directors; no vote of the membership shall be required. A change, amendment or adoption of a rule and regulation shall not require an amendment to the Bylaws. The rules and regulations, in full force and effect as of the date of these Bylaws, being attached hereto, are made. a part hereof as though set out in full.

ARTICLE XIX. MEMBERS INQUIRIES

Any inquiry filed by a member over the operation or administration of the Corporation, shall be by written request, forwarded by certified mail to the Board of Directors, and such inquiry shall be disposed of in accordance with law.

ARTICLE XX. CONSTRUCTION

Whenever the masculine singular form of a pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in fuIl force and effect.

ARTICLE XXI. CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Bylaws and the Dedicatory Documents, the provisions of the Dedicatory Documents shall prevail.

ARTICLE XXII. ACQUISITION OF ADDITIONAL LANDS

From time to time, the Corporation shall have the right to purchase and add additional lands to the Corporate property.

ARTICLE XXIII. RECREATIONAL AND OTHER FACILITIES

From time to time, the Corporation, through its Board of Directors, shall have the right to modify, add, delete, substitute or otherwise develop recreational and/or other facilities and amenities currently and/or in the future owned by the Corporation.

Passed and duly adopted this _____ day of _____, 2013.

_____

Secretary