

Bylaws of

Chelsea Ridge Homeowners Association, Inc.

ARTICLE I

Name and Location. The name of the corporation is Chelsea Ridge Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 1311 South Vineland Road, Winter Garden, Florida 34787, or at such other place as the Directors shall from time to time determine, but meetings of members and directors may be held at such places within the State of Florida, as designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to Chelsea Ridge Homeowners Association, Inc. and its successors and assigns.

Section 2. "Declaration Property" shall mean and refer to Chelsea Ridge, Plat Book 26, Page 138-140, Public Records of Orange County, Florida, and such additions thereto as may hereafter be submitted to the Declaration of Covenants, Conditions, and Restrictions of Chelsea Ridge.

Section 3. "Common Area" shall mean Common Areas as defined in the Declaration, as defined below.

Section 4. "Lot" shall mean and refer to any numbered plot of land shown upon the recorded subdivision map for Chelsea Ridge, excluding the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Declaration Property, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Chelsea Ridge, Ltd., and its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions of Chelsea Ridge, together with any supplements or amendments thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the third Wednesday of the month of January immediately following the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month each year thereafter, at the hour of 7:30 o'clock, p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the 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, at least fifteen (15) days before such meeting to each member entitled to a vote, addressed to the member's address last appearing on the books of the Association or last supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws; provided, however, so long as Declarant is a Class B Member, no member of the Class A membership need be present for action amending the Articles of Incorporation to be taken. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote in attendance 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 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 the Association shall be managed by a Board of Directors composed of not less than three (3) members, but as many members as the Board of Directors may from time to time determine.

Section 2. Term of Office. At the first Annual Meeting held after the turnover of the Association by the Declarant, the owner-members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, one (1) director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one-third of the number of directors for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of each class of the members of the Association. In the event of death, resignation, or removal of a director, his successor shall be selected 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, 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 the 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 from the floor at the annual meeting.

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

ARTICLE VI

Meetings of Directors

Section 1. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or any two (2) directors after not less than three (3) days' notice to each director.

Section 2. 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 an act of the Board.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors 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 and right to use of the Common Area and facilities of a member during any period in

Invalid per HOA Act.

which such member shall be in default in the payment of any 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 Bylaws, the Articles of Incorporation, or the Declaration;

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of 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 statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

(b) Supervise all officers, agents, and employees of this Association, and to see that all duties are properly performed;

(c) As more fully provided in the Declaration:

(i) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days before its due date; and

(iii) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be charged by the Board for the issuance of these certificates.

If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Area to be maintained.

ARTICLE VIII

Officers and their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be president and vice-president, who shall at all times be members of the Board of Directors, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Offices. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless he shall sooner resign or be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments, and may co-sign all checks and promissory notes.

(b) Vice-President. The vice-president shall act in the place and stead of the president, in the event of his absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and perform such other duties as required by the Board.

(d) Treasurer. 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, sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year, and prepare and deliver to each member at its regular annual meeting an annual budget and statement of income and expenditures.

ARTICLE IX

Architectural Review Board

After the "Turnover Date" provided in the Declaration of Covenants and Restrictions at Article IV, Section 3, the Association shall appoint an Architectural Review Board, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books and Records

The books, records, and papers of the Association shall, during reasonable business hours, be subject to inspection by any member, mortgagees, holders, insurers or guarantors of any first mortgage on all or a portion of the Declaration property. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each member is obligated to pay the Association annual, special and initial assessments which are secured by continuing liens upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate allowed by Florida law, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorneys' fees for pretrial, trial, appellate, and post-judgment collection proceedings of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Chelsea Ridge Homeowners Association, Inc., Corporation Not For Profit, 1990.

ARTICLE XIII

Amendments

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a majority vote of a quorum of each class of members present in person or by proxy or by a majority vote of the Class A membership for any votes taken prior to turnover of control to the Association to Class B members by Declarant.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.


ARTICLE XIV

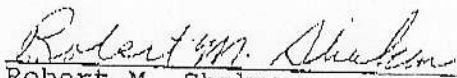
Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Chelsea Ridge Homeowners Association, Inc., have hereunto set our hands this 17th day of August, 1990.

Neal W. Harris
Neal W. Harris


Joseph H. Staley, III


Robert M. Shakar

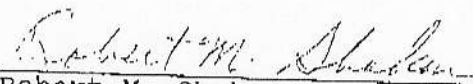
Certification

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Chelsea Ridge Homeowners Association, Inc., a Florida corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 17th day of August, 1990.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 17th day of August, 1990.


Robert M. Shakar

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