

BYLAWS
OF
FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC.

A corporation not for profit
under the Laws of the State of Florida

ARTICLE I - IDENTITY

Section 1. These are the Bylaws of FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC., called Association by these Bylaws, a corporation not for profit under the Laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on June 9, 1983.

Section 2. The office of the Association shall be at 3503 Player Drive, New Port Richey, Florida, 33552.

Section 3. The Association shall operate upon the calendar year beginning on the first day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to a fiscal year basis whenever deemed expedient and for the best interests of the Association.

Section 4. The seal of the Association shall bear the name of the Association, the word "Florida," and the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:



ARTICLE II - DEFINITIONS

Section 1. All words, phrases, names and terms used in these Bylaws, the Declaration and the Articles of Incorporation of the Association shall have the same meaning and be used and defined the same as they are in the Declaration of Covenants, Conditions and Restrictions of FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC.

ARTICLE III - THE ASSOCIATION

Section 1. Members. The members of the Association shall be those individuals or entities as so defined in the Declaration of Covenants, Conditions and Restrictions and the Articles of Incorporation, and shall be any legal entity capable of ownership of real property under the Laws of Florida.

Section 2. Place of Meetings. Meetings of the membership shall be held at the principal office or place of business of the Association, or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 3. Annual Meetings. The first annual meeting of the Association shall be held one (1) year from the date of incorpora-

tion of the Association. Thereafter the annual meetings of the Association shall be held on the same day of the month of each succeeding year. If the day so designated falls on a legal holiday, then the meeting shall be held on the first secular day thereafter. At the annual meeting the members may transact such business of the Association as may properly come before them. The time of all meetings shall be set by the directors and the directors, by majority vote, may change the date of the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President and shall be called by the President or Secretary at the request in writing of the Board of Directors or at the request in writing of members who are entitled to vote one-fourth (1/4) of all of the votes of Class A membership. Such requests shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears on the membership books of the Association, and if no such address appears, at his last known place of address, at least fifteen (15) days for an annual meeting and five (5) days for a special meeting, prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. The notice shall specify the day, place and hour of the meeting and, if a special meeting, the purpose.

Section 6. Minutes. Minutes of all meeting shall be kept in businesslike manner and available for inspection by Lot owners and Board members at all reasonable times.

Section 7. Quorum. The presence in person or by proxy at the meeting of members entitled to cast thirty-three and one-third per cent (33 1/3%) of all votes, regardless of class of membership, shall constitute a quorum for any action required by the membership, except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions or these Bylaws.

Section 8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting to a time not later than ten (10) days from the time the original meeting was called, and hold the meeting adjourned, without additional notice, provided that a quorum can be obtained for such meeting.

Section 9. Voting. Except as otherwise provided in the Declaration of Covenants, Conditions and Restrictions or Articles of Incorporation, all motions, resolutions and actions of the Association shall be passed by a majority of the votes cast in person or by proxy, without regard to classes of membership.

Section 10. Proxies. A member may appoint any other member, any owner of any Lot, the Developer, or the manager as proxy. Any proxy must be filed with the secretary before the appointed time of each meeting.

Section 11. Order of Business. The order of business at all annual or special meetings of the members shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.

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- c. Reading of the minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of officers (if election is to be held).
- g. Unfinished business.
- h. New business.

ARTICLE IV - ADMINISTRATION

Section 1.

a. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. The number of directors which shall constitute the Board shall be not less than three (3) nor more than nine (9). The number of directors may be increased or decreased within the above limits by affirmative vote of a majority of the membership. All directors, except for the initial directors named in the Articles of Incorporation, shall either be members of the Association, persons owning a Lot evidenced by recorded instrument or designees of the Developer. The Directors shall be elected at the annual meeting of the owners by a majority vote. The initial Directors shall serve until their resignation or relinquishment of control of the Association by the Developer pursuant to Article V of the Articles of Incorporation. No director, other than the Developer or its representatives, shall serve for more than two (2) consecutive three (3) year terms. After the Developer has relinquished control, there shall be nine (9) Directors elected, three (3) for a one (1) year term, three (3) for a term of two (2) years and three (3) for a term of three (3) years, and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

b. Removal. Directors, except for the Developer's representatives, may be removed for cause by an affirmative vote of a majority of the owners. The vacancy so created shall be filled by the members of the Association. No Director, other than the initial Directors named in the Articles of Incorporation, or their duly elected replacements, shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever.

c. Vacancies. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be appointed by the remaining Directors.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by the Declaration, the Articles of Incorporation of the Association, or these Bylaws directed to be exercised and done by the members or officers. The powers and duties of the Board shall include, but not be limited to, the following:

a. All powers and duties of the Association as set forth in the Articles of Incorporation of the Association, except as limited as above provided.

b. To prepare and adopt an annual operating budget,

which budget shall be sufficient in amount to pay for all necessary expenses and expenditures to be shared in common by the respective owners of units, and including a reasonable reserve for repairs, upkeep and replacement of the common area and for contingencies.

c. To prepare a detailed report of the acts, accounts, and statements of income and expense for the previous year, and present same at the annual meeting of members.

d. To determine who shall act as legal counsel for the Association whenever necessary.

e. To determine the depository for the funds of the Association.

f. To acquire the necessary personnel needed for the maintenance, care, and upkeep of the Common Parcels and Access Ways, and set the salaries of said personnel.

g. Assess and collect all assessments pursuant to the Declaration.

h. Establishment of reserves or making assessments for betterments to the development property.

i. Within sixty (60) days following the end of the fiscal year or calendar year of the Association, the Board of Directors shall mail or furnish by personal delivery to each owner of a Lot a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications, including, if applicable, but not limited to the following:

- (1) Cost for security;
- (2) Professional and management fees and expenses;
- (3) Taxes;
- (4) Cost for recreation facilities;
- (5) Expenses for refuse collection and utility services;
- (6) Expenses for lawn care;
- (7) Cost for building maintenance and repair;
- (8) Insurance costs;
- (9) Administrative and salary expenses; and
- (10) General reserves, maintenance reserves and depreciation reserves.

The report, upon written request, shall be sent to holders, insurers or guarantors of any first mortgage on a Unit-Lot and, if required, the report shall be in the form of an audited financial statement.

j. The Board shall make available for inspection, during reasonable business hours or circumstances, to Unit-Lot Owners and holders, insurers or guarantors of first mortgages current copies

of the Declaration of Covenants, Conditions and Restrictions, the Bylaws and other rules concerning the operation of the Association, and the books, records and financial statements of the Association.

Section 3.

a. **Nomination of Directors.** 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 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 close 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.

b. **Election of Directors.** 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 provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board to perform such duties, services and powers as the Board shall authorize, including, but not limited to, the duties, services and powers listed in Section 2 of this paragraph. Prior to entering into a management agreement, said agreement must be approved by the officers of VA and FHA.

Section 5. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 6. Organization Meeting. The first meeting of the Board of Directors shall be held within ten days after the annual members' meeting, at such place as shall be fixed by the Board and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing all of the Board of Directors shall be present.

Section 7. Regular Meetings. Regular meetings of the directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three days' notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President and Secretary, in like manner and on like notice, on the written request of at

least two directors.

Section 9. Notice of Meetings to Lot Owners. Meetings of the Board of Directors shall be open to all Lot owners and notices of meetings shall be posted conspicuously forty-eight (48) hours in advance for the attention of unit owners, except in an emergency.

Section 10. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 11. Minutes. Minutes of all meetings of the Board of Directors and of the Lot owners shall be kept in businesslike manner and available for inspection by unit owners and Board members at all reasonable times.

Section 12. Quorum. At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time.

Section 13. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums of such bonds shall be paid by the Association.

Section 14. Designation of Officer. The principal officers of the Association shall be President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and an Assistant Secretary, and such other officers as in their judgment may be necessary.

Section 15. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 16. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 17. President. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of the Association.

Section 18. Vice President. The vice president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If neither the president nor the vice president is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The vice president shall also perform such other duties as shall from time to time be imposed upon him by the Board

of Directors.

Section 19. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of secretary.

Section 20. Treasurer. The treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE V - ASSESSMENT AND COLLECTION OF COMMON EXPENSES

As more fully provided in the Declaration of Covenants, Conditions and Restrictions, each Owner is obligated to pay to the Association annual and special assessments which are secured by a continuing lien against the Lot against which is made, which lien is in favor of the Association and shall come into effect upon recording of the Declaration of Covenants, Conditions and Restrictions. Said lien shall secure not only unpaid, delinquent assessments, but also reasonable attorney's fees and other costs of collecting assessments and interest at the highest lawful rate. Said lien shall date back to the date of recording of the Declaration of Covenants, Conditions and Restrictions and shall be prior to the creation of any homestead status or any subsequent lien or encumbrance, except that said lien shall be subordinate and inferior to that of any institutional first mortgage lender.

ARTICLE VI - ANNUAL BUDGET

Pursuant to Article IV, Section 2, paragraph b of these By-laws, the Board of Directors shall have the power and duty of preparing and adopting an annual operating budget for the Association. Each Lot owner shall be given written notice of the time and place at which the meeting at which the budget will be considered shall be held, and such meeting shall be open to the Lot owners. If a budget is adopted by the Board of Directors which requires assessment against the Lot owners in any fiscal or calendar year exceeding one hundred fifteen per cent (115%) of such assessments for the preceding year, upon written application of ten per cent (10%) of the Lot owners, a special meeting of the Lot owners shall be held upon not less than ten (10) days' written notice to each Lot owner, but within thirty (30) days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting Lot owners may consider and enact a revision of the budget, or recall any and all members of the Board of Directors and elect their successors. In either case, the revision of the budget or the recall of any and all members of the Board of Directors shall require a vote of not less than two-thirds (2/3) of each Class of members of the Association. In determining whether assessments exceed one hundred fifteen per cent (115%) of similar assessments in prior years, there shall be excluded in the computation any provision for reasonable reserves made by the Board of Directors in respect of repair or replacement of the property or in respect of anticipated expenses by the Association which were not anticipated to be incurred on a regular or annual basis. There shall also be excluded from such computation assessments for betterments to the property. An example of this procedure is if a previous year's assessments for a Lot were \$12.00 per month, then the assessment may increase to \$13.80 per month by Board of Directors action alone.

The proposed annual budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications.

ARTICLE VII - AMENDMENT OF BYLAWS

The Bylaws of the Association may be modified, amended or revoked, unless specifically prohibited elsewhere herein, at any regular or special meeting of the members of the Association by not less than seventy-five per cent of the votes of the entire membership of the Association, provided that not less than fourteen (14) days' notice of said meeting has been given to the members of the Association, which notice contained a full statement of the proposed modification, change or revocation.

The foregoing were adopted as the Bylaws of FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC.; a corporation not for profit under the Laws of the State of Florida, at the first meeting of the Board of Directors on June 13, 1983.

FAIRWAY SPRINGS HOMEOWNERS
ASSOCIATION, INC.

By Judith E. Chulotte
Secretary

FILED FOR RECORD
JUN 20 12 03 PM '84
CLERK OF CIRCUIT COURT
JULIA O. CHULOTTE

039103

State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation for FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on November 29, 1983, as shown by the records of this office.

The charter number of this corporation is 768823.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of December, 1983.

George Firestone
Secretary of State

CER-101

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FILED

ARTICLES OF INCORPORATION NOV 29 PM 1:32

OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC.

(A Florida corporation not for profit)

(As Amended and Restated)

The undersigned, by these Amended and Restated Articles, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be: FAIRWAY SPRINGS HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association."

ARTICLE II - PURPOSE

2.1 The purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of resident Lots and the Common Areas within that certain tract of property described as:

See Exhibit "A" attached hereto and any addition thereto of the property described in Exhibit "A-1" attached hereto (collectively referred to as the "Lands"),

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" and applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Pasco County, Florida, as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(c) Hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

(d) Promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(e) Delegate power or powers where such is deemed in the interest of the Association;

(f) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into,

LAW OFFICES OF
RICHARD S. NODINE
6511 V. FIVE
SEVER & THOMPSON P.A.
CLEARWATER, FLORIDA

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make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

(g) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members of the Association;

(h) Charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

(i) Pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(j) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

(k) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members of the Association;

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Land. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pasco County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE IV - VOTING

The Association shall have two (2) classes of members:

(a) Class A. Class A members shall be all Owners, except the Developer, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

(b) Class B. The Class B member shall be the Developer

and shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when one of the following events occurs:

(1) when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership; provided, however, that if at any time the Developer does not annex additional Lands as provided in Article XI of this Declaration so as to maintain Class B membership in existence, then Class B membership shall not cease but shall continue until terminated in subparagraph (2) below; or

(2) on December 31, 1992.

ARTICLE V - BOARD OF DIRECTORS OR DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.

5.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Jessica Capps	3503 Player Drive New Port Richey, Florida 33552
Lee R. Thompson	3503 Player Drive New Port Richey, Florida 33552
Judith Antilla	3503 Player Drive New Port Richey, Florida 33552

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Jessica Capps	3503 Player Drive New Port Richey, Florida 33552
Vice President	Lee R. Thompson	3503 Player Drive New Port Richey, Florida 33552
Secretary	Judith Antilla	3503 Player Drive New Port Richey, Florida 33552
Treasurer	Judith Antilla	3503 Player Drive New Port Richey, Florida 33552

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 3503 Player Drive, New Port Richey, Florida, 33552. The initial registered agent for the Association at the above address shall be Lee R. Thompson.

ARTICLE VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association;

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Lot in the Development.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pasco County, Florida.

ARTICLE XI - TERM

The term of the Association shall be perpetual.

ARTICLE XII - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Jessica Capps	1273 Rose Road Clearwater, Florida 33519
Lee R. Thompson	5004 Stolls Avenue Tampa, Florida 33615
Judith Antilla	900 East Lake Street Apt. D-102 Tarpon Springs, Florida 33589

ARTICLE XIII - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

These Amended and Restated Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

Dated this 31st day of November, 1983.

Jessica Capps
Jessica Capps

Lee R. Thompson
Lee R. Thompson

Judith Antilla
Judith Antilla

STATE OF FLORIDA)
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared Jessica Capps, Lee R. Thompson and Judith Antilla, who, after being duly sworn, acknowledged that they executed the foregoing Amended Articles of Incorporation for the purposes expressed in such Amended Articles this 31st day of November, 1983.

Notary Public
Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 12, 1986
Signed This Day August 12, 1986

RCW:cac/bg

LAW OFFICES OF
RICHARDS, NOONE,
OF MEYER, FITE
MEYER & THOMPSON, P. A.
CLEARWATER, FLORIDA

Fairway Springs, Unit 1

Plat Book 19, Pages 3, 4 and 5
Public Records of Pasco
County, Florida

Fairway Springs, Unit 2

Replat, Plat Book 20, Pages 74
and 75
Public Records of Pasco
County, Florida

Fairway Springs, Unit 3

Plat Book 21, Pages 93, 94 and 95
Public Records of Pasco
County, Florida

Exhibit A

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LAKEVIEW
PROPERTY NAME
DATE OF SALE
RECORD TO PUBLIC
PAGE 1144

LEGAL DESCRIPTION
FAIRWAY SPRINGS UNITS 4&5

COMMENCE AT THE EAST 1/4 CORNER OF SECTION 24, TOWNSHIP 26 SOUTH, RANGE 16 EAST, PASCO COUNTY, FLORIDA, AND RUN N00°23'53"E, ALONG THE EAST BOUNDARY OF SECTION 24, 1181.90 FEET TO THE POINT OF BEGINNING (P.O.B.).
THENCE RUN N89°36'07"W, 115.00 FEET; THENCE N00°23'53"E, 19.00 FEET; THENCE N89°36'07"W, 365.00 FEET; THENCE S00°23'53"W, 105.00 FEET; THENCE N89°36'07"W, 60.00 FEET; THENCE S00°23'53"W, 155.00 FEET; THENCE S53°54'24"W, 90.80 FEET; THENCE N89°36'07"W, 259.54 FEET; THENCE S00°19'07"W, 490.57 FEET; THENCE S22°07'12"W, 80.78 FEET; THENCE S00°19'07"W, 166.00 FEET; THENCE BY A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 199.06 FEET, A CENTRAL ANGLE OF 05°43'54", A CHORD BEARING OF N86°48'56"W, 19.91 FEET, AN ARC DISTANCE OF 19.91 FEET; THENCE N89°40'53"W, 15.07 FEET; THENCE S00°19'07"W, 50.00 FEET; THENCE S13°31'04"W, 126.61 FEET; THENCE N89°40'35"W, 206.14 FEET; THENCE N00°19'25"E, 14.18 FEET; THENCE N00°19'07"E, 2647.41 FEET; THENCE S89°41'30"E, 1174.98 FEET; THENCE S00°23'53"W, 1464.19 FEET TO THE P.O.B. CONTAINING 51.688 ACRES, MORE OR LESS.

PREPARED BY:
KING ENGINEERING ASSOCIATES, INC.

EARL L. RATLIFF, JR., RLS
FLA. REG. NO. 3400.

