

**BYLAWS
OF
LAKE CONWAY SHORES HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

ARTICLE I-GENERAL

1.1. Identity. These are the Bylaws of LAKE CONWAY SHORES HOMEOWNERS ASSOCIATION, INC. (the "OWNERS' ASSOCIATION"), a corporation not-for-profit formed under the laws of the State of Florida. The OWNERS' ASSOCIATION has been organized for the purposes stated in the Articles of Incorporation (the "Articles"), the Declaration of Covenants (the "Declaration") also referred to as the Rules and Regulations of the OWNERS' ASSOCIATION elsewhere, Notice of Restrictions on Real Estate Restrictions for Lake Conway Shore Homeowners Association, Inc. and License Agreement dated February 16, 1989, OR4065, pgs. 2406-2409. The OWNERS' ASSOCIATION shall have all of the powers provided in these Bylaws, the Articles of Incorporation, Notice of Restrictions on Real Estate, the Declaration (collectively, the "Governing Documents"), and any other statute or law of the State of Florida or any other power incident to any of the above powers.

1.2. Principal Office. The principal office of the OWNERS' ASSOCIATION shall be at such place as the EXECUTIVE COUNCIL may determine from time to time.

1.3. Fiscal Year. The fiscal year of the OWNERS' ASSOCIATION shall be the calendar year, January 1st to December 31st.

1.4. Inspection of Books and Records. The records of the OWNERS' ASSOCIATION shall be open to inspection by any MEMBER of the OWNERS' ASSOCIATION, upon request, during normal business hours or under other reasonable circumstances. The records of the OWNERS' ASSOCIATION shall include current copies of the Notice of Restrictions on Real Estate, the Articles, the Declaration, the Bylaws and any contracts entered into by the OWNERS' ASSOCIATION, and the books, records, and financial statements of the OWNERS' ASSOCIATION. The OWNERS' ASSOCIATION shall be required to make available for review to prospective purchasers of any Property Unit current copies of the Governing Documents and the most recent annual financial statement of the OWNERS' ASSOCIATION.

1.5. Definitions. Unless the context otherwise requires, all terms used in these Bylaws shall have the same meaning as are attributed to them in the Declaration and the Articles.

1.6. Objectives. The objectives of this corporation are as follows: to promulgate community improvement, civic needs and entertainment. The corporation shall not engage in partisan politics.

ARTICLE II-MEMBERSHIP

2.1. Qualification. The membership shall consist of those natural persons owning property or residing within the subdivision known as Lake Conway Shores.

2.2. Membership. In order to become a member of the OWNERS' ASSOCIATION and retain said membership in good standing of the OWNERS ASSOCIATION, MEMBERS must pay their annual dues which will be determined annually by the EXECUTIVE COUNCIL and approved by a quorum of the OWNERS' ASSOCIATION, with payment due and payable on or before February 1st, of each year.

2.2.1 MEMBERS must abide by these Bylaws, Articles, the Declaration, Notice of Restrictions on Real Estate, and License Agreement. Any violations of these governing documents shall be communicated by written notice. If the MEMBER ignores or continues with the violation set forth in the written communication, a second notice will be sent indicating that membership within the OWNERS' ASSOCIATION will be terminated for the current calendar year effective fifteen (15) days from the date of the notice. If membership is revoked, dues for said year will not be refunded and the homeowner must return their copy of the lake lot key to one of the current EXECUTIVE COUNCIL within fifteen (15) days of notification.

2.2.2. The MEMBER may submit a written request within fifteen (15) days of the date of the notice to come before the EXECUTIVE COUNCIL, plus one Committee Chairman so as to equal five individuals, to explain why their membership in the OWNERS' ASSOCIATION should not be terminated for the current year. The written request shall be delivered in person or via certified mail to the current President or Vice President of the OWNERS' ASSOCIATION. A decision will be made within 48 hours and will be binding. Should membership privileges be revoked, dues for said year will not be refunded and the homeowner must return their copy of the lake lot key to one of the current EXECUTIVE COUNCIL within fifteen (15) days of notification. Individuals whose membership has been revoked are prohibited from utilizing the lake lot for the remainder of the calendar year and are prohibited from running for the EXECUTIVE COUNCIL for a period of five (5) years.

2.3. MEMBER Register. The Secretary of the OWNERS' ASSOCIATION shall maintain a register of the OWNERS' ASSOCIATION showing the names and addresses of the MEMBERS of the OWNERS' ASSOCIATION. Each MEMBER shall at all times advise the Secretary of any change of address, of any change of ownership of the MEMBER'S Property Unit, and of any change in the number of Property Units. The OWNERS' ASSOCIATION shall not be responsible for reflecting any changes until notified of such change in writing.

2.4. MEMBERS Voting. There shall be one person with respect to each household who shall be entitled to vote at any meeting of the Association and such person shall be known, and is hereinafter referred to, as the "Voting Member"
A majority vote, fifty percent plus one, shall pass a motion. Every MEMBER entitled to vote at a meeting of members may authorize another MEMBER to act for him by an authorized proxy. Every proxy must be signed by the MEMBER.

ARTICLE III-MEMBERSHIP MEETINGS

3.1. Who May Attend. Any person entitled to cast the votes of the MEMBER, and in the event any Property Unit is owned by more than one Person, all CO-OWNERS of the Property Unit may attend any meeting of the MEMBERS. However, the votes of any MEMBER shall be cast in accordance with the provisions of Section 2.4.above. Any Person not expressly authorized to attend a meeting of the MEMBERS, as set forth above, may be excluded from any meeting of the MEMBERS, by the presiding officer of the meeting.

3.2. Place. All meetings of the MEMBERS shall be held within Orange County and within a five-mile radius of that subdivision called LAKE CONWAY SHORES of the OWNERS' ASSOCIATION or at any other location as designated by the EXECUTIVE COUNCIL and stated in the notice of meeting.

3.3. Quorum Requirements. Except as set forth hereinafter or unless otherwise so provided, at any regular or special meeting of the MEMBERS, the presence in person or by proxy, of thirty three percent (33%) plus one (1) of the MEMBERS entitled to cast a vote of the entire membership shall constitute a quorum for the transaction of business based on the membership count of the association on December 31st of the prior year before the annual meeting. If any meeting of the MEMBERS cannot be organized because a quorum is not present, a majority of the votes of the MEMBERS present may adjourn the meeting to a time not less than fifteen (15) days nor more than thirty (30) days from the time the original meeting was called. If the MEMBERS adjourn a meeting without announcing or otherwise specifying a date for holding the adjourned meeting, the quorum and notice requirements for the holding of such adjourned meeting shall then be the same as the notice and quorum requirements prescribed for special or annual meetings.

3.4. Notices. Written (or electronic) notice stating the location, day, and hour of any meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated to each MEMBER not less than fifteen (15) days before the date of the meeting, by or at the direction of the President, the Secretary, or the Officer or persons calling the meeting.

3.5. Waiver of Notice. Whenever any notice is required to be given to any MEMBER under the provisions of the Articles or these Bylaws, or as otherwise provided by law, a waiver in writing signed by the Person or Persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a MEMBER at a meeting shall constitute a waiver of notice of such meeting except when the MEMBER objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

3.6. Annual Meeting. The annual meeting for the purpose of electing members of the EXECUTIVE COUNCIL and the transacting any other business shall be held at the location, day and hour, during the month of January as set forth by the EXECUTIVE COUNCIL. If the EXECUTIVE COUNCIL fails to call the annual meeting by the end of February, then within thirty (30) days after the written request of any MEMBER, Officer or member of the EXECUTIVE COUNCIL of the OWNERS' ASSOCIATION, the Secretary shall call the annual meeting.

3.7. Special Meetings. Special meetings of the MEMBERS may be requested by written notice to the Secretary by any member of the EXECUTIVE COUNCIL, the President, or any MEMBERS having not less than fifteen (15%) percent of the votes of the entire membership, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting. Notices of any special meeting shall be given in accordance with subsection 3.4 to all of the MEMBERS within fifteen (15) days after a special meeting is duly requested.

3.8. Adjournments. Any meeting may be adjourned or continued by a majority of the votes present at the meeting in person or by proxy, regardless of a quorum, or if no MEMBER entitled to vote is present at a meeting, then any Officer of the OWNERS' ASSOCIATION may adjourn the meeting. If any meeting is adjourned or continued to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting. If the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, notice of the adjourned meeting may be given to MEMBERS not present at the original meeting, without giving notice to the MEMBERS who were present at such meeting.

3.9. Organization. At each meeting of the MEMBERS, the President, or in his or her absence the Vice President, shall act as chairman of the meeting. The Secretary, or in his or her absence or inability to act, any person appointed by the chairman of the meeting shall act as Secretary of the meeting.

3.10. Minutes. The minutes of all meetings of the MEMBERS shall be kept in a book available for inspection by the MEMBERS or their authorized representatives, and the members of the EXECUTIVE COUNCIL, at any reasonable time.

3.11. Actions Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of the MEMBERS may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the MEMBERS having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all MEMBERS entitled to vote thereon were present and voted. Within thirty (30) days after obtaining such authorization by written consent, notice shall be given to those MEMBERS who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

3.12. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the meetings of MEMBERS when not in conflict with the Governing Documents.

3.13. Order of Business. Order of business at annual meeting:

- Roll call or determination of quorum by Secretary.
- Reading of Notice of Meeting.
- Reading of Minutes of Previous Meeting.
- Report of President.
- Report of Treasurer.

- Reports of Other Officers and Committee Chairmen.
- Election of Officers (Annual Meeting).
- Transaction of other business as defined in the Notice of Meeting and transaction of such other business as determined to be brought before the membership by the EXECUTIVE COUNCIL; provided, however, that such other business is of urgent nature as determined by the EXECUTIVE COUNCIL.

3.14. Social Meetings. There shall be at least one social meeting each year to be scheduled by the Entertainment Committee and other social meetings as may be determined by the EXECUTIVE COUNCIL.

3.15. A MEMBER of the OWNERS' ASSOCIATION may within fifteen (15) days prior but not less than three (3) days prior to any regular meeting or within three (3) days of a special meeting, require that any matter be placed upon the agenda for determination by the EXECUTIVE COUNCIL, provided that such request by any MEMBER be in writing and directed to the President of the EXECUTIVE COUNCIL.

ARTICLE IV-EXECUTIVE COUNCIL

4.1. Composition. The business, property and affairs of this OWNERS' ASSOCIATION shall be managed by an EXECUTIVE COUNCIL, composed of the officers of the OWNERS' ASSOCIATION and committee chairperson, who shall be MEMBERS of the OWNERS' ASSOCIATION. The EXECUTIVE COUNCIL shall consist of five and not more than fifteen MEMBERS. Notwithstanding the foregoing, in no event shall there be less than five MEMBERS of the EXECUTIVE COUNCIL and the number of MEMBERS of the EXECUTIVE COUNCIL shall always be an odd number.

4.2. Qualifications. The MEMBERS of the EXECUTIVE COUNCIL shall be MEMBERS of OWNERS' ASSOCIATION in good standing. MEMBERS of the EXECUTIVE COUNCIL may not have had their membership revoked within the five years preceding that time at which they serve on the EXECUTIVE COUNCIL.

4.3. Election of MEMBERS of the EXECUTIVE COUNCIL. Election of MEMBERS to the EXECUTIVE COUNCIL to be elected by the MEMBERS of the OWNER'S ASSOCIATION in the following manner: Nominating Committee - The President shall appoint a chairperson of a Nominating Committee and, in addition to said chairperson, shall appoint four additional MEMBERS to said committee. The report of the slate of officers for the ensuing year shall be made at the annual meeting in January of each year. Additional nominations for officers may be made from the floor; provided, however, that no candidate shall be nominated by the Nominating Committee or from the floor without first having obtained the approval of the nominee prior to submission of the name of the nominees.

4.4. Power and Duties of the EXECUTIVE COUNCIL. The EXECUTIVE COUNCIL shall transact all business of OWNERS' ASSOCIATION. It shall determine the policies, fiscal matters, employment of any staff and in general assume responsibility for the guidance of the OWNERS' ASSOCIATION. It may at its discretion direct the conduct of an audit of corporate financial records as may be needed.

4.5. Term of Office. Each officer shall be elected to hold office for a period of one (1) year. No officer shall hold the same office for more than two (2) consecutive terms.

4.6. Vacancies. The EXECUTIVE COUNCIL shall have the power, upon vacancy of any office, to appoint any officer of the OWNERS' ASSOCIATION who shall serve until the next regular meeting of the members of the OWNERS' ASSOCIATION.

4.7. Organizational Meeting. The newly elected EXECUTIVE COUNCIL shall meet for the purposes of organization and the transaction of other business immediately after their election or within thirty (30) days of same at such place and time as shall be fixed by the members of the EXECUTIVE COUNCIL at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

4.8. Regular Meetings. Regular meetings of the EXECUTIVE COUNCIL may be held at such time and place as shall be determined, from time to time, by a majority of the MEMBERS of the EXECUTIVE COUNCIL.

4.9. Special Meetings. Special meetings of the EXECUTIVE COUNCIL may be called by any member of the EXECUTIVE COUNCIL, or by the President if not otherwise a member of the EXECUTIVE COUNCIL, at any time.

4.10. Executive Council Action Without a Meeting. Any action required to be taken at a meeting of the members of the EXECUTIVE COUNCIL, or any action which may be taken at a meeting of the members of the EXECUTIVE COUNCIL may be taken without a meeting if a consent setting forth the action so to be taken is agreed to by all members of the EXECUTIVE COUNCIL, and filed in the minutes of the proceedings of the EXECUTIVE COUNCIL. Such consent shall have the same effect as a unanimous vote.

4.11. Notice of Meetings. Notice of meetings of the EXECUTIVE COUNCIL shall be given by the Secretary, or by any other officer or member of the EXECUTIVE COUNCIL, stating the day, location, and time of the meeting. Notice of such meeting shall be delivered to each member of the EXECUTIVE COUNCIL either personally or by telephone or email, at least fifteen (15) before the time at which such meeting is to be held. Attendance of a member of the EXECUTIVE COUNCIL at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place, the time or the manner in which the meeting has been called or convened, except when a member of the EXECUTIVE COUNCIL states, at the beginning of the meeting, an objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the EXECUTIVE COUNCIL need be specified in any notice or waiver of notice of such meeting.

4.12. Attendance at Executive Council Meetings. All meetings of the EXECUTIVE COUNCIL shall be open to all MEMBERS. A member of the EXECUTIVE COUNCIL may appear at an EXECUTIVE COUNCIL meeting by telephone conference, but in that event a telephone speaker shall be attached so that any discussion may be heard by the members of the EXECUTIVE COUNCIL and any members present as in an open meeting.

4.13. Quorum and Manner of Acting. A majority of the EXECUTIVE COUNCIL shall constitute a quorum for the transaction of any business at a meeting of the EXECUTIVE COUNCIL. The act of the majority of the members of the EXECUTIVE COUNCIL present at a meeting at which a quorum is present shall be the act of the EXECUTIVE COUNCIL unless the act of a greater number of members of the EXECUTIVE COUNCIL is required by statute or the Governing Documents.

4.14. Adjourned Meetings. A majority of the members of the EXECUTIVE COUNCIL present at a meeting, whether or not a quorum exists, may adjourn any meeting of the EXECUTIVE COUNCIL to another location and time. Notice of any such adjourned meeting shall be given to the members of the EXECUTIVE COUNCIL who are not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other members of the EXECUTIVE COUNCIL. Any business that might have been transacted at the meeting as originally called may be transacted at any adjourned meeting without further notice.

4.15. Presiding Officer. The presiding officer of the meetings of the EXECUTIVE COUNCIL shall be the Chairman of the EXECUTIVE COUNCIL if such an officer is elected; and if none, the President of the OWNERS' ASSOCIATION shall preside if the President is a member of the EXECUTIVE COUNCIL. In the absence of the presiding officer, the members of the EXECUTIVE COUNCIL shall designate one of their members to preside.

4.16. Minutes of Meetings. The minutes of all meetings of the EXECUTIVE COUNCIL shall be kept in a book available for inspection by the MEMBERS.

4.17. Committees. The EXECUTIVE COUNCIL may by resolution appoint committees. Any committee may exercise such powers, duties, and functions as may be determined by the EXECUTIVE COUNCIL which may include any powers which may be exercised by the EXECUTIVE COUNCIL.

4.18. Resignation. Any member of the EXECUTIVE COUNCIL may resign at any time by giving written notice of his or her resignation to the Secretary. Any resignation shall take effect at the time specified therein or, if the time when such resignation is to become effective is not specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

4.19. Removal of Members of the Executive Council. Members of the EXECUTIVE COUNCIL may be removed as follows:

4.19.1. Any member of the EXECUTIVE COUNCIL may be removed by majority vote of the remaining members of the EXECUTIVE COUNCIL if such member has been absent for the last three consecutive EXECUTIVE COUNCIL meetings and/or adjournments and continuances of such meetings.

4.19.2. Any member of the EXECUTIVE COUNCIL may be removed with or without cause by a majority of the votes the MEMBERS cast at a special meeting of the MEMBERS called by MEMBERS having not less than thirty three percent (33%) plus one (1) of the votes of the entire membership expressly for that purpose. The vacancy on the EXECUTIVE COUNCIL caused by any such removal may be filled by the MEMBERS at such meeting, or, if the MEMBERS shall fail to fill such vacancy, by the EXECUTIVE COUNCIL as in the case of any other vacancy on the EXECUTIVE COUNCIL.

4.20. Vacancies. Vacancies on the EXECUTIVE COUNCIL shall be filled by appointment by the EXECUTIVE COUNCIL. Unless the vacancy is filled by the MEMBERS in accordance with subsection 4.19.2, vacancies on the EXECUTIVE COUNCIL of any member of the EXECUTIVE COUNCIL elected by MEMBERS may be filled by a majority vote of the members of the EXECUTIVE COUNCIL then in office, though less than a quorum, or by a sole remaining member of the EXECUTIVE COUNCIL. If there are no members of the EXECUTIVE COUNCIL in office, then a special election meeting of the MEMBERS shall be called to elect the members of the EXECUTIVE COUNCIL to fill the vacancies.

4.21. Compensation. The EXECUTIVE COUNCIL shall not be entitled to any compensation unless the MEMBERS elect to pay them compensation and set the amount of such compensation at the annual meeting of the MEMBERS. MEMBERS holding the positions of President, Vice President, Treasurer and Secretary are exempt from paying annual dues during their tenure year.

4.22. Power and Duties. The EXECUTIVE COUNCIL shall have the right to exercise all of the powers and duties of the OWNERS' ASSOCIATION, express or implied, existing under these Bylaws, the Articles, the Declaration, or as otherwise provided by statute or law. Such powers and duties of the EXECUTIVE COUNCIL shall include without limitation (except as limited elsewhere herein), the following:

4.22.1. The operation, care, upkeep, and maintenance of the Common Areas, and any other portion determined to be maintained by the OWNERS' ASSOCIATION.

4.22.2. The determination of the expenses required for the operation of the OWNERS' ASSOCIATION.

4.22.3. The collection of dues for Common Expenses from MEMBERS required to pay same.

4.22.4. The employment and dismissal of personnel.

4.22.5. The adoption and amendment of Rules and Regulations covering the details of the operation and use of property owned and/or maintained by the OWNERS' ASSOCIATION.

4.22.6. Maintaining bank accounts on behalf of the OWNERS' ASSOCIATION and designating signatories required thereof.

4.22.7. Obtaining and reviewing insurance for property owned and/or maintained by the OWNERS' ASSOCIATION.

4.22.8. The making of repairs, additions, and improvements to, or alterations of, property owned and/or maintained by the OWNERS' ASSOCIATION.

4.22.9. Borrowing money on behalf of the OWNERS' ASSOCIATION, provided, however, that the consent of the MEMBERS having at least thirty three percent (33%) plus one (1) of the votes of the entire membership, obtained at a meeting duly called and held for such purpose in accordance with provisions of these

Bylaws, shall be required for the borrowing of any sum in excess of \$1000.00.

4.22.10. Contracting for the management and maintenance of property owned and/or maintained by the OWNERS' ASSOCIATION. Authorizing a management agent or company to assist the OWNERS' ASSOCIATION in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules, and maintenance, repair, and replacement of the Common Areas with such funds as shall be made available by the OWNERS' ASSOCIATION for such purposes. The OWNERS' ASSOCIATION and its Officers shall, however, retain at all times the power and duties granted by all Governing Documents, including but not limited to, the making of Assessments, promulgation of rules, and execution of contracts on behalf of the OWNERS' ASSOCIATION.

4.22.11. Exercising all powers specifically set forth in the Governing Documents and as otherwise provided by statute or law and all powers incidental thereto or implied therefrom.

4.22.12. Collecting delinquent dues, abating nuisances, and enjoining or seeking damages from the MEMBERS and/or OWNERS for violations of these Bylaws and the terms and conditions of the Declaration or of the Rules and Regulations of the OWNERS' ASSOCIATION.

ARTICLE V-OFFICERS

5.1. Positions and Qualifications. The Officers of the OWNERS' ASSOCIATION shall include a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected by the MEMBERS of the EXECUTIVE COUNCIL and may be preemptively removed from office with or without cause by vote of the MEMBERS of the EXECUTIVE COUNCIL at any meeting by concurrence of a majority of the MEMBERS of the EXECUTIVE COUNCIL. All officers shall be MEMBERS of the EXECUTIVE COUNCIL. The EXECUTIVE COUNCIL, may, from time to time, elect such other officers and designate their powers and duties as the EXECUTIVE COUNCIL shall find to be appropriate to manage the affairs of the OWNERS' ASSOCIATION. Each Officer shall hold office for a period of one year or until his or her successor shall have been elected, qualified, or until his or her death, resignation, or removal.

5.2. Resignation. Any officer of the OWNERS' ASSOCIATION may resign at any time by giving written notice of his or her resignation to any member of the Executive Council, the President, or the Secretary. Any resignation shall take effect at the time specified therein, or if there is no time specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make such resignation effective.

5.3. Vacancies. A vacancy in any office, whether arising from death, resignation, removal, or any other cause may be filled for the unexpired portion of the term of the office which shall be vacant in the manner prescribed in these Bylaws for the regular election or appointment of such office.

5.4. The President. The President shall be the chief executive officer of the OWNERS' ASSOCIATION. He or she shall have all of the powers and duties which are usually vested in the office of the president of an association or corporation including, but not limited to, the power to appoint committees to assist in the conduct of the affairs of the OWNERS' ASSOCIATION. The President shall preside at all meetings, make all chair appointments, be a member ex officio of all committees except the Nominating Committee, and perform all duties usually pertaining to the office.

5.5 The Vice President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He or she shall also assist the President generally and exercise such other powers and perform such other duties as may be prescribed by the Executive Council. The Vice President shall also act as parliamentarian.

5.6. The Secretary. The Secretary shall be responsible for preparing and keeping the minutes of all proceedings of the EXECUTIVE COUNCIL and the MEMBERS. He or she shall be responsible for attending to the giving and serving of all notices to the MEMBERS and the members of the EXECUTIVE COUNCIL and other notices required by law. He or she shall keep the records of the OWNERS' ASSOCIATION, except those of the Treasurer, and shall perform or direct performance of all other duties incident to the office of Secretary of the OWNERS' ASSOCIATION, and as may be required by the EXECUTIVE COUNCIL or the President. The Secretary shall confer with the President for possible omissions, send duplicate copy of minutes to the President, take attendance record at meetings, maintain committee reports, carry on all necessary correspondence of the corporation and perform such other duties as may be delegated to him by the EXECUTIVE COUNCIL.

5.7. The Treasurer. The Treasurer shall have custody of all property of the OWNERS' ASSOCIATION, including funds, securities, and evidences of the indebtedness. He or she shall oversee the keeping of books of account for the OWNERS' ASSOCIATION in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the EXECUTIVE COUNCIL for examination at reasonable times. He or she shall cause a Treasurer's Report to be submitted to the EXECUTIVE COUNCIL at reasonable intervals and at the annual meeting and shall perform or cause to be performed all other duties incident to the office of Treasurer. He or she shall collect, or direct collection of, all dues and shall report promptly to the EXECUTIVE COUNCIL the status of collections. He or she shall be a custodian of all funds and securities of the corporation and collect interest thereon; deposit all monies of the corporation in a bank or banks selected by the EXECUTIVE COUNCIL subject to such terms and conditions of withdrawal as authorized by the EXECUTIVE COUNCIL. Give bond in such amount, if any, as determined by the EXECUTIVE COUNCIL, the corporation to pay the premium for said bond. Prepare and file reports and returns required by all governmental agencies.

5.8. Compensation. The Officers of the OWNERS' ASSOCIATION shall not be entitled to compensation unless the EXECUTIVE COUNCIL specifically votes to compensate them. However, neither this provision, nor the provision that members of the EXECUTIVE COUNCIL will not be compensated unless otherwise determined by the MEMBERS, shall preclude the EXECUTIVE COUNCIL from employing a member of the EXECUTIVE COUNCIL or an Officer as an employee, of the OWNERS' ASSOCIATION and compensating such employee, nor shall they preclude the OWNERS' ASSOCIATION from contracting with a member of the EXECUTIVE COUNCIL for the management of the Common Areas or any portion thereof, or for the provision of services to the OWNERS' ASSOCIATION, including, but not limited to, engineering, architectural, planning, landscape planning, accounting or legal services, and in either such event to pay such member of the EXECUTIVE COUNCIL a reasonable fee for such management or provision of services.

ARTICLE VI-TAXES AND INSURANCE

6.1. Taxes. The OWNERS' ASSOCIATION shall pay all real and personal property taxes and assessments for any property owned or maintained by the OWNERS' ASSOCIATION as a Common Expense.

6.2. Insurance. The OWNERS' ASSOCIATION may, in its discretion, purchase insurance as a Common Expense as follows:

6.2.1. Hazard Insurance. Hazard Insurance, if required, protecting against loss or damage by fire and all other hazards that are normally covered by the standard extended coverage endorsement and all other perils customarily covered for similar types of projects, including those covered by the standard all-risk endorsement, covering one hundred percent (100%) of the current replacement costs of all Common Areas and property owned by the OWNERS' ASSOCIATION, excluding land, foundations, excavations, and other items normally excluded from insurance coverage. The OWNERS' ASSOCIATION shall not use hazard insurance proceeds for any purpose other than repair, replacement, or reconstruction of any damage or destroyed property without the approval of the EXECUTIVE COUNCIL.

6.2.2. General Liability Insurance. Comprehensive General Liability Insurance protecting the OWNERS' ASSOCIATION from claims for bodily injury, death, or property damage providing for coverage of \$1,000,000 each occurrence; Medical Payments of \$5000; Personal and Advertising Injury of \$1,000,000; General Aggregate of \$2,000,000 and Products-Completed Operations of \$2,000,000, or in such amounts as the EXECUTIVE COUNCIL, in its sole discretion, deems reasonable and necessary. If the OWNERS ASSOCIATION is not able to obtain such insurance in the amounts stated, the EXECUTIVE COUNCIL shall obtain insurance in such lesser amounts as can be obtained.

6.2.3. Fidelity bonds. Blanket Fidelity Bonds, if needed, for anyone who handles or is responsible for funds held or administered by the OWNERS' ASSOCIATION, covering the maximum funds that could reasonably be in the custody and control of the OWNERS' ASSOCIATION or any managing agent.

6.2.4. Officers and Directors Insurance. Officer and Director liability insurance and liability insurance for members of committees and boards appointed by the EXECUTIVE COUNCIL, if available, and for MEMBERS of the OWNERS' ASSOCIATION, if available, as shall be determined by EXECUTIVE COUNCIL to be required or beneficial for the protection of the Members of the EXECUTIVE COUNCIL, the officers of the OWNERS' ASSOCIATION, the members of committees and boards appointed by the EXECUTIVE COUNCIL, and the MEMBERS of the OWNERS' ASSOCIATION.

6.2.5. Other Insurance. Such other forms of insurance and coverage's and in such amounts as the EXECUTIVE COUNCIL shall determine to be required or beneficial for the protection or preservation of the Common Areas and any improvements now or hereafter located thereon or in the best interests of LAKE CONWAY SHORES HOMEOWNERS ASSOCIATION.

6.2.6. Cancellation Notice. To the extent possible, all insurance purchased by the OWNERS' ASSOCIATION must include a provision requiring as much advance written notice as is possible to the OWNERS' ASSOCIATION before the insurance can be canceled or the coverage reduced for any reason.

6.2.7. Deductible. Any deductible or exclusion under the policies shall be a Common Expense and shall be approved by the EXECUTIVE COUNCIL.

ARTICLE VII-INDEMNIFICATION

7.1. Indemnification of Officers, Members of the EXECUTIVE COUNCIL or Agents. The OWNERS' ASSOCIATION shall indemnify any Person who was or is a party or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member of the EXECUTIVE COUNCIL, employee, Officer or agent of the OWNERS' ASSOCIATION, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the OWNERS' ASSOCIATION; and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful; or matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in performance of his or her duty to the OWNERS' ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the Person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the OWNERS' ASSOCIATION; and with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

7.1.1. To the extent that a member of the EXECUTIVE COUNCIL, officer, employee, or agent of the OWNERS' ASSOCIATION is entitled to indemnification by the OWNERS' ASSOCIATION in accordance with this Article VII, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

7.1.2. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the OWNERS' ASSOCIATION in advance of the final disposition of such action, suit, or proceeding upon receipt of any undertaking by or on behalf of the member of the EXECUTIVE COUNCIL, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the OWNERS' ASSOCIATION as authorized in this Article.

7.1.3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of MEMBERS, or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a Person who has ceased to be a member of the EXECUTIVE COUNCIL, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a Person.

7.1.4. The OWNERS' ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any Person who is or was a member of the EXECUTIVE

COUNCIL, Officer, employee, or agent of the OWNERS' ASSOCIATION, or is or was serving at the request of the OWNERS' ASSOCIATION as a member of the EXECUTIVE COUNCIL, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his or her status as such, whether or not the OWNERS' ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII-FINANCES

8.1. Adoption of the Budget.

8.1.1. By February of each year, or as soon thereafter as is reasonably possible, the EXECUTIVE COUNCIL shall adopt a budget for the next fiscal year, necessary to defray the Common Expenses of the OWNERS' ASSOCIATION for such fiscal year as set out in the Declaration. The Common Expenses of the OWNERS' ASSOCIATION shall include all expenses of any kind or nature whatsoever anticipated to be incurred, by the OWNERS' ASSOCIATION for the next fiscal year. In the event the EXECUTIVE COUNCIL fails to adopt an annual budget for any year, the prior year's budget shall remain in effect until a new budget is adopted or the existing budget is amended or revised.

8.1.2. If, after the adoption of any budget, it shall appear that the adopted budget is insufficient to provide adequate funds to defray the Common Expenses of the OWNERS' ASSOCIATION for the fiscal year in which the adopted budget applies, the EXECUTIVE COUNCIL may adopt an amended budget to provide such funds. All of the above provisions shall apply to the adoption of an amended budget.

8.2. Depositories. The funds of the OWNERS' ASSOCIATION shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the EXECUTIVE COUNCIL from time to time. Funds shall be withdrawn only upon checks and demands for money signed by such officers, members of the EXECUTIVE COUNCIL or other persons as may be designated by the EXECUTIVE COUNCIL.

8.3. Application of Payments and Commingling of Funds. All sums collected by the OWNERS' ASSOCIATION from dues or other means may be commingled in a single fund or divided into more than one fund, as determined by the EXECUTIVE COUNCIL. Reserve Funds shall be deposited in separate interest bearing accounts.

ARTICLE IX-AMENDMENTS

9.1. Initiation. A resolution to amend these Bylaws may be proposed by any member of the EXECUTIVE COUNCIL, or by MEMBERS holding not less than thirty three percent (33%) plus one (1) of the votes of the entire membership of the OWNERS' ASSOCIATION.

9.2. Notice. 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.

9.3. A resolution for the adoption of the proposed amendment shall be adopted by MEMBERS having not less than a quorum (33% plus one) of the entire membership of the OWNERS' ASSOCIATION.

9.4. No amendment shall make any changes in the qualification for membership nor the voting rights or property rights of MEMBERS without approval by all of the MEMBERS.

9.5. Execution and Recording. No modification of, or amendment to, these Bylaws shall be valid unless recorded in the Public Records of Orange County, Florida.

9.6. Rules and Regulations. The EXECUTIVE COUNCIL may from time to time, adopt or amend previously adopted Rules and Regulations concerning the use of the Common Areas and concerning the use, operation, and maintenance of other portions of the Property in order to further implement and carry out the intent of the Governing Documents. The EXECUTIVE COUNCIL shall make available to any MEMBER, upon request, a copy of the Rules and Regulations adopted from time by the EXECUTIVE COUNCIL.

ARTICLE X - COMMITTEES

10.1. Standing Committees. With the exception of the Nominating Committee, hereinafter defined, the chairperson of each committee of the corporation shall be a member of the EXECUTIVE COUNCIL. The President of the OWNERS' ASSOCIATION, within one month after his election, shall make appointments to all standing committee chairs which shall include but not be limited to the following; Membership Committee, Building, Grounds and Safety Committee; Publications Committee; Entertainment Committee. In addition to the standing committees, the President may appoint special committees as the need may arise. The chairperson of such special committees shall not be members of the EXECUTIVE COUNCIL unless by determination of a majority of the members of the EXECUTIVE COUNCIL. Each special committee shall consist of such members as appointed to committees by the chairperson of such committees.

10.2. Nominating Committee. The President shall appoint a chairperson of a Nominating Committee and, in addition to said chairperson, shall appoint four additional members to said committee. The report of the slate of officers for the ensuing year shall be made at the annual meeting at the beginning of the year. Additional nominations for officers may be made from the floor; provided, however, that no candidate shall be nominated by the Nominating Committee or from the floor without first having obtained the approval of the nominee prior to submission of the name of the nominees.

ARTICLE XI-MISCELLANEOUS

11.1. Tenses and Genders. The use of any gender or of any tense in these Bylaws shall refer to all genders or to all tenses, wherever the context so requires.

11.2. Partial invalidity. Should any of the provisions hereof be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

11.3. Conflicts. In the event of any conflict, any applicable Florida Statute, the Declaration, the Articles and Bylaws, and the Rules and Regulations of the OWNERS' ASSOCIATION shall govern, in that order.

11.4. Captions. Captions are inserted herein only as a matter of convenience and for reference and in no way are intended to define, limit or describe the scope of these Bylaws or the intent of any provisions hereof.

11.5. Waiver of Objections. The failure of the EXECUTIVE COUNCIL or any Officers of the OWNERS' ASSOCIATION to comply with any terms and provisions of the Governing Documents which relate to time limitations shall not, in and of itself invalidate the act done or performed. Any such defect shall be waived if it is not objected to by a MEMBER within thirty (30) days after the member is notified or becomes aware of the defect. Furthermore, if such defect occurs at a general or special meeting, the defect shall be waived as to all MEMBERS who received notice of the meeting and failed to object to such defect at the meeting.

Adopted by the action of the EXECUTIVE COUNCIL of the OWNERS' ASSOCIATION this ____ day of _____, 2009.

President

Vice -President

Treasurer

Secretary

