

BYLAWS OF
CUMBERLAND CIRCLE COMMUNITY ASSOCIATION, INC.
(A Non-Profit Florida Corporation)

ARTICLE I

General Provisions

Section 1. Applicable Law. The residential community project known as Cumberland Circle and located in the City of Gainesville, State of Florida, is submitted to the common law of Florida and all applicable statutes.

Section 2. Bylaws Applicability. The provisions of these Bylaws are applicable to Cumberland Circle.

Section 3. Personal Application. All present or future owners, tenants, or their employees, or any other person that might use the facilities of the project in any manner, are subject to the regulations set forth in these Bylaws, the Articles of Incorporation of the corporation operating the project, and the Declaration of Protective Covenants and Restrictions, Cumberland Circle. The mere acquisition or rental of any of the residential units (hereinafter referred to as "Units") of the project or the mere act of occupancy of any of said Units will signify that these Bylaws, Articles provisions and provisions in the Declaration are accepted, ratified and will be complied with.

Section 4. Time of Application. These Bylaws shall become applicable and effective as of the date of the Declaration, but notwithstanding such applicability, the management, control and operation of Cumberland Circle and this corporation shall remain in Developer, in accordance with the terms and conditions of Article VII, Section 11 of the Declaration until actual management, control, and operation of the project and the corporation is delivered and turned over to this non-profit corporation.

ARTICLE II

Meetings and Voting

Section 1. Association Responsibilities. The owners of the Units, constituting all of the Members of this non-profit corporation, will thereby constitute the Association of Owners (hereinafter referred to as "Association") which, through the corporation, will have the responsibility of administering the project, approving the annual budget, establishing and collecting monthly assessments, arranging of the management of the project, and generally performing all obligations of the corporation and operating Cumberland Circle in accordance with the provisions of the Declaration, the Articles of Incorporation, and these Bylaws. The Association agrees that in the event any present or future property appraiser refuses to tax Units individually, or taxes the Common Properties separate and apart from the individual Units and in the name of the corporation, the Board of Directors shall so assess each individual owner for his pro-rata share of the tax, and each owner shall pay such assessment to the corporation as provided for annual assessments, Category One (1) as provided in Article VII, Section 6 of the Declaration, and the Association shall have the same rights and remedies as therein provided for collection of assessments. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of the total votes entitled to be cast.

Section 2. Annual Meetings. The annual meeting of the Association shall be held on the 2nd Monday of January of each year. At such meeting there shall be elected by ballot of the Members a Board of Directors. The Members may also transact such other business of the Association as may properly come before them.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors, or upon a petition signed by a majority of the Members and having been presented to the Secretary, or whenever the President determines to do so. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the votes present, either in person or by proxy.

Section 4. 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 the last address known to the corporation, at least 15 but not more than 20 days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. Notice of the meeting may be waived as hereafter provided.

Section 5. Place of Meetings. Meetings of the Association shall be held at the principal office of the project or such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 6. Quorum. As used in these Bylaws the term "Majority of Members" shall mean those Members holding 51% of the votes in accordance with the votes as assigned in the Articles of Incorporation and Declaration. Except as otherwise provided in these Bylaws, the presence in person or by proxy of a "Majority of Members" as defined in Section 6 of this Article shall constitute a quorum.

Section 7. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, a majority in interest of the Members who are present, either

in proxy or in person, may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted which might have been transacted at the meeting as originally called, had the same been then held.

Section 8. Voting. Voting shall be based on Unit or Unit space ownership as provided for in the Articles of Incorporation and Declaration. Votes may be cast in person or by proxy, or in any manner provided in the Articles of Incorporation and in the Declaration. Proxies must be filed with the Secretary before the appointed time of each meeting.

Section 9. Waiver of Notices. Notwithstanding any other provisions herein set forth, any Member may sign an appropriate waiver of his right to receive notice of any meeting, annual or special, and thereby consent to the holding of such meeting and actions properly taken thereat. Such waiver may be signed by the Member either prior to, at, or after the holding of such meeting.

ARTICLE III

Board of Directors

Section 1. Number and Qualification. The affairs and property of the corporation shall be governed by a Board of Directors composed of not less than five (5) nor more than nine (9) persons, all of whom must be owners of Units in Cumberland Circle. The directors shall be elected by the Members at the annual meeting of the Association, and each director shall be elected for the term of one (1) year and shall hold office until his successor shall be elected and qualified. The exact number of directors to be elected shall be determined by the Members prior to such election.

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 law, the Declaration, Articles of Incorporation or by these Bylaws directed to be exercised and done by the Members or owners.

Section 3. Other Duties. In addition to the duties imposed by these Bylaws or by resolutions of the Association, the Board of Directors shall be responsible for the following:

(a) Compliance with all the terms and conditions of the Declaration.

(b) Care, upkeep, maintenance, replacement and surveillance of the project and the Common Properties and facilities.

(c) Collection of monthly assessments from the owners.

(d) Employment, dismissal and control of the personnel necessary for the maintenance and operation of the project and the Common Properties and facilities.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director by a majority vote of the owners shall be filled by majority vote of the remaining directors, even though they may constitute less than a quorum; and each person so elected shall be a director until a successor is elected at the next annual meeting of the Association.

Section 5. Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a vote of a Majority of Members, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

Section 6. Organization and Annual Meeting. The first meeting of a newly elected Board of Directors shall be held on the second Monday in January immediately following the annual meeting of the Members at such place as shall be

fixed by the prior Board of Directors. No notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing a majority of the whole board shall be present. Such meeting shall likewise be considered to be the annual meeting of the Board of Directors.

Section 7. Regular Meetings. Regular meetings of the Board of 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 (2) such meetings shall be held during each fiscal year. The annual meeting of the Board of Directors may constitute one (1) of such regular meetings. Notice of regular meetings of the Board of Directors (unless the annual meeting) shall be given to each director at least ten (10) days prior to the day named for such meeting unless otherwise provided for herein.

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 meeting time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) directors.

Section 9. Waiver of Notice. Before, at, or after 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 shall be deemed to constitute notice, and any business may be transacted at such meeting.

Section 10. Board of Directors' 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. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE IV

Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. Any two of said offices may be united in one person, except that the President shall not also be the Secretary or an assistant secretary. 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. 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 2. President. The President shall be the chief executive officer of the corporation. 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 a corporation, including but not limited to the power to appoint committees from among the Members from time to time as he may in his discretion decide is appropriate.

Section 3. 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 so do 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 4. 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 of the duties incident to the office of Secretary.

Section 5. Treasurer. The Treasurer shall have responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the corporation in such depositories as may from time to time be designated by the Board of Directors.

Section 6. Duties of Other Officers. The Board of Directors shall determine the duties of any and all other officers, who, from time to time, may be appointed.

ARTICLE V

Obligations of the Owners

Section 1. Assessments. All owners who are also Members, are obligated to pay annual and special assessments imposed by the Association to meet all project communal expenses including specifically, but not by way of limitation, fire and extended coverage and vandalism and malicious mischief and public liability insurance. All owners agree to pay the taxes

on their Units and on the Common Properties whether assessed directly or assessed against the corporation and prorated by the Board of Directors.

Section 2. Maintenance and Repair.

(a) Every owner must perform promptly all maintenance and repair work within his own Unit, which, if omitted, would affect the project in its entirety or in a part belonging to other owners, being expressly responsible for the damages and liabilities that his failure to do so may engender.

(b) All the repairs of internal installations of the Unit such as water, light, gas, power, sewage, telephone, air conditioners, sanitary installations, doors, windows, lamps and other accessories belonging to the Unit shall be at the owner's expense.

(c) An owner shall reimburse the Association for any expenditures incurred in repairing or replacing any Common Properties and facility damaged through his fault.

Section 3. Use of Units - Internal Changes.

(a) All Units shall be utilized for residential purposes only.

(b) An owner, other than the Developer, shall not make structural modifications or alterations in his Unit or installations located therein without previously notifying the Association in writing, through the President or the Board of Directors, and securing permission from the President to so modify or alter his Unit. The President shall have the obligation to answer within ten (10) days and failure to do so within the stipulated time shall mean that there is no objection to the proposed modification or alteration. If the President rejects the proposed alteration or modification, the owner may appeal to the Board of Directors who shall approve or disapprove said alteration or modification by a majority vote.

Section 4. Use of Common Areas and Facilities.

An owner shall not place or cause to be placed in the lobbies, vestibules, stairways, and other common project areas and facilities of similar nature, any furniture, packages, or objects of any kind. Such areas shall be used for no other reason than for normal transit through them.

Section 5. Right of Entry.

(a) Each owner hereby grants the right of entry to the manager or to any other persons authorized by the Board of Directors of the Association in case of emergency originating in or threatening his Unit, whether the owner is present at the time or not.

(b) An owner shall permit representatives of the Association, when so required, to enter his Unit for the purpose of performing installations, alteration, or repairs to the mechanical or electrical services, provided that requests for entry are made in advance and that such entry is at a time convenient to the owner. In case of an emergency, such right of entry shall be immediate.

Section 6. Rules of Conduct.

(a) Certain rules and regulations concerning conduct of Members have been promulgated by the Board of Directors, and all persons shall be bound and obligated to follow and abide by same. Likewise, all persons shall comply with any changes or modifications to same, and any new rules or regulations which may be adopted from time to time in the future. Such adoption or modification shall occur only by vote of a Majority of Members.

(b) The Board of Directors, by two-thirds (2/3) vote of its total members, may suspend the right of any Member to enjoy the recreational facilities of the project for up to thirty (30) days for any infractions or violations by such Member of the published rules or regulations of the

Association, provisions of the Declaration, or these Bylaws. No such suspension shall occur until the Member shall have had opportunity for a hearing before the board on the charges made against him.

ARTICLE VI

Amendments to Plan of Ownership

These Bylaws may be amended as provided in the Declaration and the Articles of Incorporation of the Association.

ARTICLE VII

Mortgagees

Section 1. Notice to Association. An owner who mortgages his Unit shall notify the Association through the President of the name and address of his mortgagee; and the Association shall maintain such information in a book entitled "Mortgagees of Units".

Section 2. Notice of Unpaid Assessments. The Association shall, at the request of a mortgagee, report any unpaid assessment due from the owner of such Unit. However, any lien resulting from such unpaid assessments shall always be considered inferior and subordinate to the lien of an institutional first mortgage in accordance with the provisions of Article VII, Section 10 of the Declaration.

Section 3. Notice of Insurance Renewal. The Association shall furnish to each institutional first mortgagee evidence of the renewal of the master hazard insurance policy required to be kept and maintained by the Community Association under the provisions of Article X of the Declaration.

ARTICLE VIII

Conflict With Other Provisions

In case any of these Bylaws conflicts with other provisions of the Declaration, it is hereby agreed and accepted that such other provisions of the Declaration will control.