

AMENDED AND RESTATED BY-LAWS
OF
CEDAR CREEK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is CEDAR CREEK HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "Association". The principal office of the Association shall be located at the office of the Association Manager, but the meetings of Members and Directors may be held at such places within Alachua County, as designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for CEDAR CREEK and all amendments thereto, applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Alachua County, Florida.

Section 2. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and the Articles of Incorporation of the Association.

Section 3. The definitions as set forth in the "Declaration" are adopted for purposes of these By-Laws.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held each year in the month of November at a date, time and place to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings may be called at any time by the President, or by the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the membership shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least fifteen (15) days before such meeting by mail. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum shall be met upon the presence of at least one-third (1/3) of the Members entitled to vote, in person or by proxy. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at said meeting shall have the power to adjourn the meeting and schedule a new meeting for a subsequent date. (25) 24.33

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of the Member's property which entitled such Member to vote.

ARTICLE IV

Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who must be Members of the Association.

Section 2. Term of Office. The Board of Directors shall serve two (2) year terms. Two (2) Directors shall be elected in the even years and three (3) Directors shall be elected in the odd years. The new Board of Directors shall begin serving on the date of the election.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a

Director, his/her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he/she may render to the Association. Any Director, however, may be reimbursed for actual expenses incurred in the performance of duties.

Section 5. Action Taken Without a Meeting. Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made 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 before 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 to be appropriate, but not fewer than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, one (1) vote per residence.

Renters are not voting Members of the Association. The persons receiving the largest number of votes shall be elected.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Notice of meetings shall be posted at least forty-eight (48) hours in advance.

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

Section 3. Quorum. A simple majority of the number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

Power and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend a Member's voting rights and right to use of the recreational facilities during any period in which such Member shall be in default in the payment of any assessment levied by the

Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

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

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

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of Members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

1) fix the amount of the annual assessment against each Lot;

2) send written notice of each assessment to every Owner subject thereto; and

3) at the discretion of the Board, foreclose lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same. Said Owner shall be liable for legal costs incurred by the Association.

(d) issue, or cause an appropriate Officer or Agent to issue upon demand by any person a Satisfaction of Lien setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these documents. If a Satisfaction of Lien states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

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

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

(g) cause the Common Area to be maintained.

ARTICLE VIII

Officers and Their Duties

Section 1. Enumeration of Offices. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer who shall be members of the Board of Directors. The Board may from time to time by resolution create other officers.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the new Board of Directors following each annual meeting.

Section 3. Term. The Officers of the Association shall be elected annually by the Board and each shall hold office for two (2) years unless she/he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

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

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

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

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

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

President

a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall execute on behalf of the corporation all leases, mortgages, deeds and other written instruments.

Vice President

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

Secretary

c) The secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current

records showing the members of the Association together with their addresses, and shall perform such duties as required by the Board.

Treasurer

d) The Treasurer shall be designated as a finance officer. The Treasurer shall be the liaison between the Board and the Management in the preparation of the annual budget. The Treasurer shall arrange an audit of the Association's books to be completed each year and presented to the membership.

ARTICLE IX

Committees

The Board of Directors may appoint such committees as deemed appropriate in carrying out the purpose of the Association.

ARTICLE X

Books and Records

The books and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principle office of the Association, where copies can be purchased at reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

ARTICLE XII

Corporate Seal

The Association may have a seal in circular form having within its circumference the words: Cedar Creek Homeowners Association, Inc., a Florida Corporation.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended, altered, or rescinded, after proposal by a majority of the Board of Directors and approved by affirmative vote of two-thirds (2/3) of the Members who are voting in person or by proxy at a meeting duly called for such purposes.

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

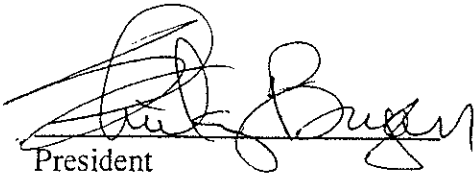
ARTICLE XIV

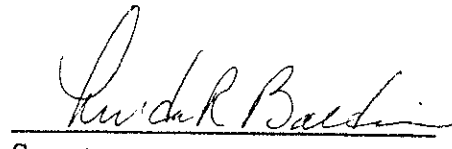
Miscellaneous

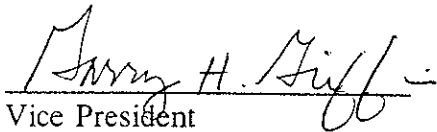
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

IN WITNESS WHEREOF, we, being all of the officers of Cedar Creek Homeowners Association, have hereunto set our hands and seals as of DECEMBER 16, 1997

(DATE)


President


Secretary


Vice President


Treasurer

The foregoing By-Laws of Cedar Creek Homeowners Association, Inc., were acknowledged before me this 16th day of December, 1997, by Shirley Bryan, Garry Griffin & Linda Baldwin, who:

- did take an oath
- did not take an oath
- is/are personally known to me
- produced a current Florida driver's license as identification
- produced _____ as identification

Beverly K. Smith
Print Name Beverly K. Smith
Notary Public, State of Florida at Large _____
My Commission Expires: _____
Serial Number, if any: _____

(Notary Seal)



BEVERLY K. SMITH
MY COMMISSION # CC345546 EXPIRES
February 24, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

December 1997