

**AMENDED AND RESTATED
BY-LAWS
OF
LITTLE CREEK HOMEOWNER'S ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the corporation is LITTLE CREEK Homeowners Association, Inc., hereinafter referred to as the "Association."

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to LITTLE CREEK HOMEOWNER'S ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements recorded at Official Records Book 2611, Page 1227, Public Records of Seminole County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Property" shall be defined as set forth in the Declaration.

Section 4. "Lot" shall be defined as set forth in the Declaration.

Section 5. "Owner" shall be defined as set forth in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements, and any supplemental Declarations or additional Declarations applicable to the Properties recorded in the Public Records of Seminole County, Florida.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in said Declaration(s).

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The Association shall hold an annual meeting of the membership in each year on a date and at an hour to be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership. The quorum for a special meeting of the membership shall be 30%.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 30% of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of directors, who must be members of the Association. The Board shall determine the number of directors, prior to the election which shall never be less than three (3).

Section 2. Term of Office. At the first annual meeting at which the members are entitled to elect Board members, one director shall be elected for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect the appropriate number of directors for a term of two years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

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

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

In order to provide a greater opportunity for all members to participate in the Board election process, the following procedures shall be followed:

Section 1. Election Nomination Meeting. At least forty-five (45) days before a scheduled Annual Meeting, the Association's Board of Directors shall hold an Election Nomination Board Meeting at which meeting members of the Association will be given the opportunity to nominate candidates to run for the Board of Directors. At this meeting, individual members may nominate themselves to be candidates for the Board as well. The Association shall mail a notice of this Election Nomination Board Meeting to all members at least fourteen (14) days prior to the scheduled Election Nomination Meeting. At this meeting, the Secretary of the Association or his or her designee shall record the names of all nominated candidates for the Board of Directors.

Section 2. Election Balloting. Subsequent to the Election Nomination Board Meeting, the Association shall prepare written ballots containing the names of each nominated Board candidate and shall mail all ballots to each member at least thirty (30) days prior to the scheduled Annual Meeting. Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballot and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the member, the Lot number or address and shall contain a signature space for the member's signature. Once the ballot is completed, the voter shall place the completed ballot in the inner smaller envelope and seal the envelope. The inner envelope shall be placed in the outer larger envelope, and the outer envelope shall then be sealed. Each inner envelope shall contain only one (1) ballot. The voter shall sign the exterior of the outer envelope in the space provided for such signature. The envelope shall either be mailed or hand delivered back to the Association and once it is received by the Association, no ballot may be rescinded or changed. All ballots must be returned to the Association on or before 5:00 p.m. the day prior to the scheduled Annual Meeting. No balloting arriving subsequent to that time will be counted.

Section 3. Vote Counting. At the scheduled Annual Meeting, all ballots properly received by the Association shall be counted and the results of the election shall be announced to the Association's membership at the meeting. In the event that a quorum of members is not achieved at the Annual Meeting, the ballots shall not be counted at that meeting. Rather, the then current Board of Directors shall hold a Special Meeting of the Board to convene within forty-eight hours of the adjournment of the Annual Meeting at which Board Meeting the ballots shall be counted and the results announced to the membership.

Section 4. Invalidation of Ballots. Any ballot received in an outer envelope that is lacking the information required in Section 2 above (signatures, etc.) shall be void. In addition, if more than one ballot is received in the inner envelope, both ballots shall be void. Any ballots received later than 5:00 p.m. on the day prior to the scheduled Annual Meeting shall be void.

ARTICLE VI
MEETINGS 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. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 48 hours notice to each director.

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

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

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

(b) 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;

(c) 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

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

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

(a) cause to be kept a complete record of all its acts and corporate affairs and to

present a statement thereof to the members at the annual meeting of the members;

(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 in advance of each annual assessment period;

2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3) foreclose the lien against any property for which assessments are not paid after the due date or to bring an action at law against the owner personally obligated to pay the same.

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

(g) cause the Common Property to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

The Officers and their duties shall be as enumerated in the Articles of Incorporation.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, 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 principal office of the Association, where copies may 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. If an owner fails to pay the installment of an assessment when due, such assessment shall then become delinquent and the entire balance of the assessment for the year for which such assessment was made shall then become immediately due and payable together with interest thereon and cost of collection thereof, and shall thereupon become a continuing lien on the Lot that shall bind such property in the hands of the Owner, his heirs, devisees, personal representatives, and assigns, and shall also be the continuing personal obligation of the Owner against whom the assessment was levied.

If the assessment is not paid, the Association may at any time thereafter bring an action to foreclose the lien against the Lot in like manner as a foreclosure of a mortgage on real property and/or a suit on the personal obligation against the owner. There shall be added to the amount of such assessment all costs associated with the collection of the assessment(s), including reasonable attorneys' fees. No owner may waive or otherwise escape liability for the assessments provided herein by non-use of the Common Property or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

LITTLE CREEK HOMEOWNER'S ASSOCIATION, INC.
a not-for-profit Florida Corporation

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the 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 of every year. These Amended and Restated By-Laws shall

WE HEREBY CERTIFY that these Amended and Restated By-Laws were duly adopted by the Association's membership at a meeting of the Members held on the 25th day of MARCH, 2003.

William B. Loh Jr.
Witness
Print name: William B Loh Jr.
Tom Hagood, Jr.
Witness
Print name: Tom Hagood, Jr.

Eric Lake
Eric Lake, President
Date: 5/22/2003

STATE OF FLORIDA
COUNTY OF Orange

THE FOREGOING instrument was acknowledged before me this 22nd day of May, 2003 by Eric Lake, as President of the Association, who is personally known to me or produced identification (type of identification produced) drivers license

Darlene Blayney
Notary Public-State of Florida
Stamp or Seal:



Darlene Blayney
Commission # CC 932495
Expires May 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ATTEST:

Tom Haggood, Jr.
Witness
Print name: Tom Haggood, Jr.

Lisa R Napolitano
Secretary
Print name: Lisa R Napolitano
Date: 5/22/03

To Ann Miller
Witness
Print name: To Ann Miller

STATE OF FLORIDA
COUNTY OF Orange

THE FOREGOING instrument was acknowledged before me this 22nd day of May, 2003 by Lisa R. Napolitano, as Secretary of the Association, who is personally known to me or produced identification (type of identification produced) drivers license

Darlene Blayney
Notary Public-State of Florida
Stamp or Seal:



Darlene Blayney
Commission # CC 932495
Expires May 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.