

EXHIBIT "B"

BYLAWS OF

HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC., INC.

BYLAW I

OFFICES

1.1 LOCATION

The principal office of the HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC., INC., (hereinafter called the "Association", shall be established and maintained on the condominium clubhouse leasehold located at 3385 S. E. 2nd Terrace, Okeechobee, Florida 34974. The Association may also have offices at such other places as the Board of Administration (hereinafter called the "Board" may, from time to time, establish.

1.2 DOCUMENTS

The following documents, or copies thereof, relating to this mobile home subdivision, shall be kept at the principal office of the Association:

- a. Declaration of Restrictions, Rules and Regulations
- b. Articles of Incorporation
- c. Bylaws
- d. Rules and Regulations

Said documents shall be available for inspection by members, or their authorized representatives, and Board Members, at all reasonable times.

1.3 RECORDS

The following records, or copies thereof, shall be kept at the principal office of the Association:

- a. Association Deed Book
- b. Numerical Membership Roll
- c. Alphabetical Membership Roll
- d. Voter Designation Book
- e. Numerical List of Designated Voters
- f. Proof of Notice of Annual Meetings
- g. Minutes of Membership Meetings
- h. Minutes of Board Meetings
- i. Annual Budgets
- j. Notices of Assessments
- k. Financial records, including, without limitation, balance sheets and financial statements
- l. Association Insurance policies
- m. A ledger for each mobile home unit designating the name of the unit owner, the due date and amount of each assessment, the amount paid upon the account, and the balance due.

All such records shall be maintained for not less than seven (7) years. They shall all be kept available for inspection by members, or their authorized representatives and Board Members at all reasonable times; except that the individual mobile home unit ledgers showing dates of payment of assessment installments shall not be made available for inspection, unless the current assessment installment is not more than ten (10) days late.

BYLAW II

MEMBERS

2.1 PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Association or at such other place as the Board shall authorize.

2.2 ANNUAL MEETING AND SPECIAL BUDGET MEETING.

The annual meeting of members shall be held on the first Saturday of February of each year, at 2:00 o'clock P.M. The members, as hereinafter authorized, shall elect directors and transact such other business as may properly come before the meeting.

The special budget meeting of members shall be held annually on the first Saturday of November of each year, at a time set by the Board of Administration. The members, as hereinafter authorized, shall adopt a budget for the next fiscal year.

2.3 STATUTORY ELECTION MEETINGS

The first statutory election meeting, if required by Florida law, shall be called within sixty (60) days after members own 15% or more of the units. The second statutory election meeting, if required by Florida law, shall be called within thirty (30) days after either (a) three years after 50% of the units have been conveyed to purchasers; (b) three months after 90% of the units have been conveyed to purchasers; (c) when all units are completed and some of them have been conveyed to purchasers, but the developer fails to offer any of the remaining units for sale in the ordinary course of business, or (d) when some of the units have been conveyed to purchasers, but none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; whichever occurs first. If the Association fails to call a statutory election meeting, then any member may do so. The members shall elect directors as hereinafter authorized.

2.4 SPECIAL MEETINGS

Special meetings of members may be called by the Board or by the President or at the written request of members representing 10% of the votes. A meeting requested by members shall be called for a date not less than fourteen (14) nor more than thirty (30) days after the request is made. The Secretary shall issue the call for the meeting unless the President, the Board or the members shall designate another to make said call.

2.5 MEMBERSHIP ROLLS AND DEED BOOK

As the Developer sells each mobile home unit he, shall deliver a certified copy of the recorded deed to the Association. Each subsequent owner of any unit shall deliver a certified copy of the recorded deed or other instrument establishing record title. The Association secretary shall maintain, at the principal office; (a) a numerical membership roll, arranged by unit numbers, showing the name and address of each owner; and (b) an alphabetical membership roll showing the name, address and unit number of each owner. The address shall be designated on each deed or other instrument, until notified in writing by each member (owner) of another address. He shall also keep a Deed Book arranged by unit numbers, being a finder(s) containing certified copies of all deeds and other instruments establishing record title, together with all written notifications changing each member's (owner's) address.

2.6 NOTICE OF MEMBERS' MEETINGS

Written notice of each membership meeting shall state the purpose of the meeting and the time and place of the meeting. Notice shall be mailed to each member at said member's last address as it appears on the Association records, and shall be posted at the clubhouse located in the mobile home subdivision. Notice of the annual meeting shall be given not less than thirty (30) nor more than sixty (60) days before said meeting. Notice of statutory election meetings shall be given not less than thirty (30) nor more than forty (40) days before each statutory election meeting. Notice of special meetings shall be given not less than fourteen (14) nor more than thirty (30) days before each special meeting. Such notice shall be sufficient for the meeting and any adjournment thereof. If any member shall transfer his mobile home unit after notice, it shall not be necessary to notify the new member(s). Any member may waive notice of any meeting either before, during or after the meeting.

2.7 DESIGNATED VOTERS

The owner(s) of each mobile home unit collectively have one (1) vote for each such unit. To exercise said vote, the owner(s) of each unit shall designate the person authorized to vote, as follows:

a. If a unit is owned by one (1) individual, who is sui juris, he shall be deemed a designated voter. If the owner is a minor, or is otherwise incompetent, his/her legal guardian shall be deemed the designated voter.

b. If a unit is owned by husband and wife, they shall designate one of themselves. If the designated voter does not attend a meeting, then his/her spouse, if present shall be deemed a designated voter, and entitled to vote in his/her place.

c. If a unit is owned by a corporation, then the President of the corporation shall be deemed the designated voter. However, the corporation, through any authorized officer, may designate any other officer as its designated voter.

d. If a unit is owned by any other legal entity, then said entity shall, through its authorized representative or officer, designate a trustee, partner, or other interested person, as its designated voter.

e. If a unit is jointly owned, then the owners shall designate one individual who would be qualified as aforesaid, if the unit was not jointly owned.

If the owners of a unit fail to designate a voter as hereinabove provided, then said unit's vote will not be counted until a proper designation is made.

2.8 METHOD OF DESIGNATING A VOTER AND VOTER DESIGNATION BOOK

Other than deemed designations, a designation must be in writing, signed by each owner, or its authorized officer or representative. Designations will be accepted before, or at, each meeting; through the roll call. If a quorum is present the meeting shall proceed, and no further designations shall be accepted for that meeting. Each designation shall be effective until a new designation is received for the same unit, or until said unit's ownership is transferred or conveyed. The Secretary

shall keep a Voter Designating Book, arranged by unit members being a binder(s) containing all designations, and a numerical list of designated voters (including deemed designated voters).

2.9 MULTIPLE DESIGNATIONS ALLOWED

Any person may be designated as the voter for two or more units, provided that he/she qualifies as aforesaid, as to each designation. In that case, said person shall have one vote for each unit that he/she is the designated voter for.

2.10 GOOD FAITH REQUIREMENT

The Association shall act in good faith, in accepting designations from corporations, other legal entities and joint owners. All votes accepted and actions taken in reliance upon purported designations shall be effective for all purposes (even if the designations are later determined to be improper); provided that they were accepted in good faith.

2.11 PROXIES

A designated voter may attend any meeting either in person or by proxy. However, each proxy shall be effective for only any one designated meeting, and any adjournment(s) thereof; and further provided that each such proxy will expire on the 91st day after the date of the original designated meeting. Every proxy is revocable by the designated voter who issued it.

2.12 COMPUTATION OF VOTES

To compute the percentage of votes for a proposal:

a. When a certain percent of all votes is required; the number of votes cast for the proposal, both in person and by proxy, shall be divided by the total number of mobile home units.

b. When a certain percent of the votes present is required (such as a majority of the votes present), the number of votes cast for the proposal, both in person and by proxy, shall be divided by the total number of votes represented by designated voters who are present either in person or by proxy.

In neither event shall the number of people, or the number of designated voters who are present, be taken into consideration; except to assist in determining the number of votes represented at the meeting.

2.13 QUORUM

The presence, in person or by proxy, of designated votes holding a majority of votes shall constitute a quorum at all membership meetings. In case a quorum shall not be present at any meeting, the meeting shall be adjourned; such meeting should be rescheduled and noticed pursuant to Bylaws 2.4 and 2.6. The date and time of each adjournment shall be determined by a majority of the votes present, either in person or by proxy.

2.14 DECISIONS AND ELECTION OF DIRECTORS

Unless otherwise required by the Articles of Incorporation, these Bylaws, or the Declaration of Restrictions, Rules and Regulations all decisions voted upon by the members shall be determined by a majority of the votes present at any lawfully constituted meeting in person or by proxy. However, elections for directors shall be decided by plurality vote.

2.15 ORDER OF ANNUAL MEETINGS

Each annual meeting of members shall follow the following order, as closely as possible:

- a. The President shall call the meeting to order.
- b. The Secretary shall present proof of mailing notice of meeting.
- c. The Secretary shall call the numerical list of designated voters and accept final voter designations, and proxies.
- d. The number of designated voters present in person and by proxy shall be announced and recorded. If a quorum is present, the meeting shall proceed. If not, it shall be adjourned.
- e. The Secretary shall read the minutes of the last membership meeting.
- f. Officers reports shall be received.
- g. Committee reports shall be received.
- h. Directors shall be elected.
- i. Unfinished business shall be considered.
- j. New business shall be considered.
- k. The meeting shall be adjourned.

BYLAW III DIRECTORS

3.1 BOARD OF ADMINISTRATION (DIRECTORS)

All corporate powers shall be exercised by or under the authority of and this Association's business and affairs shall be managed by a Board of Administration (herein called the "Board").

3.2 NUMBER OF DIRECTORS

Initially, the Board shall consist of three (3) Directors. At the first annual meeting after the Developer's membership has terminated, the number of Directors constituting the Board shall automatically increase to five (5). Thereafter, these Bylaws may be amended to increase or decrease the number of Directors by majority of votes present at an annual meeting, or a special meeting called for that purpose; provided that the number of Directors shall never be less than three. If increased, the new Directors shall immediately be elected.

3.3 DIRECTORS' QUALIFICATIONS

Each director must be an individual and sui juris. A director need not be a resident of the State of Florida, a member of the Association, nor a designated voter.

3.4 ELECTION OR APPOINTMENT OF DIRECTORS

The Developer shall appoint three (3) directors at each annual meeting until the first statutory election meeting. At

the first statutory election meeting, and each annual meeting thereafter until the second statutory election meeting unless the Developer has less than 5% of the units held for sale in the ordinary course of business, the members shall elect one director and the Developer shall appoint two directors. At the second statutory election meeting, and at each annual meeting thereafter until the Developer's membership has terminated unless the Developer has less than 5% of the units held for sale in the ordinary course of business, the members shall elect two (2) directors and the Developer shall appoint one director. At the first annual meeting after the Developer's membership has terminated or the Developer has less than 5% of the units for sale in the ordinary course of business, the members shall elect five (5) directors. Each director shall serve until his successor has been elected or appointed or until his prior resignation or removal.

3.5 REMOVAL OF DIRECTORS

The members may remove any director that they have elected, with or without cause, by a majority of votes present at any special meeting called for that purpose (provided that a quorum is present), and they shall immediately elect a successor. The Developer may remove any director that he has appointed, at any time, with or without cause and shall immediately appoint a successor.

3.6 VACANCIES OF THE BOARD

The remaining directors elected or appointed by the unit owners, other than the Developer, may, by majority vote, appoint any member to fill the vacancy created by the death or resignation of any director elected by the members. The Developer shall appoint a director to fill the vacancy created by the death or resignation of any director appointed by the Developer.

3.8 QUORUM OF DIRECTORS

A majority of the directors shall constitute a quorum for the transaction of business. At any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained and no further notice, other than notice of the rescheduled meeting, need be given other than by announcement at the meeting which shall be so adjourned.

3.9 ANNUAL BOARD MEETING

The annual Board Meeting shall be held immediately after the annual Membership Meeting, or as soon thereafter as practical. No notice of said meeting shall be required, except posting. However, if the meeting is adjourned, the time, date and place of the meeting shall be orally announced to the members present.

3.10 REGULAR BOARD MEETINGS

The Directors shall meet regularly at such times and places as the Directors shall determine, from time to time, by resolution.

3.11 SPECIAL BOARD MEETINGS

Special meetings of the Board shall be held upon not less than three days notice to each Director. Said notice may be verbal, delivered personally or by telephone; or by telegraph.

If notice is mailed, it must be mailed not less than six (6) days before the meeting. The Secretary shall call such a meeting upon the request of the President, or of any two directors. In the event of an emergency, any officer, or any director, may call an emergency meeting, and any action taken on account of the emergency shall be valid, provided that a quorum is present, and that all of the directors present certify that an emergency, in fact, existed. The directors may waive notice of any meeting.

3.12 ATTENDANCE OF DIRECTORS

No director may act through a proxy. Each director must act in his own behalf.

3.13 NOTICE TO MEMBERS

The Board is not required to give written notice of any of its meetings to any member. However, adequate notice of the time, date and place of all Board meetings shall be posted in a conspicuous place on the mobile home subdivision property, at least 48 hours in advance of the meeting, unless an emergency exists. If applicable, the notice shall state if a proposed budget will be reviewed, if the Association's financial condition will be reviewed, and if additional assessments against the members will be considered, and describe the nature of any such assessments. Posted notices are not required for emergency Board meetings.

3.14 ATTENDANCE OF MEMBERS

Board meetings shall be open to members to attend and listen, but not be heard or to participate. The directors, by majority vote, may allow the members to be heard on any issue before the meeting; any may even take a straw vote of members. However, the members shall have no real voting rights at any Board meeting.

3.15 DECISIONS AND ELECTION OF OFFICERS

Unless otherwise required by the Articles of Incorporation, these Bylaws, or the Declaration of Restrictions, Rules and Regulations all decisions voted upon by the directors shall be determined by a majority of the directors present at any lawfully constituted meeting. However, elections of officers shall be decided by a majority of all directors, which also apply to removal of officers.

3.16 EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution, may designate two or more directors to one or more committees, which, to the extent provided in said resolution or these Bylaws, may exercise the powers of the Board in the management of the business of the Association.

BYLAWS IV

OFFICERS

4.1 OFFICERS' QUALIFICATIONS, ELECTION AND TERM

At each annual Board Meeting, the Board shall elect a President, Vice President, a Secretary and a Treasurer. In addition, the Board may elect such other officers as the Board may, from time to time, determine. Each officer shall be elected to hold office until the next annual Board Meeting and until his successor has been elected or until his prior resignation or removal. Any one person may be elected to hold two (2) or more offices, simultaneously.

4.2 RESIGNATION OF OFFICE

An officer may resign his office at any time by giving written notice to the Board, the President or the Secretary of the Association; and also to the Developer, so long as he is a member. Unless otherwise specified in the notice, the resignation is not necessary to make it effective. Said resignation at a meeting shall apply only to the office(s) designated in the resignation. If specified therein, the resignation may apply to all offices, and even the directorship, held by the person executing said resignation.

4.3 REMOVAL OF OFFICERS

Any director removed by the members, or by the Developer, as provided in Bylaw III, Section 3.5; shall automatically stand removed from an office(s) he held at the time of removal. Alternatively, a majority of all directors may remove any person from any one or more offices, but said person's directorship will not thereby be affected.

4.4 VACANCIES OF OFFICE

The Board shall elect someone qualified to hold office, to fill the vacancy created by the death, resignation or removal of any officer, at any general or special meeting.

4.5 PRESIDENT

The President shall be the chief executive officer of the Association and shall have the general power and duties of supervision and management usually vested in the office of President of a corporation. He shall preside at all Board meeting and membership meetings. He shall execute notes, mortgages, bonds, and other contracts on behalf of the Association.

4.6 VICE PRESIDENT

During the absence or disability of the President, the Vice President, if any, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President, if any, shall perform such other duties as the Board shall prescribe.

4.7 SECRETARY

The Secretary shall attend all Board meetings and membership meetings, and shall record all votes and minutes or proceedings in a book to be kept for that purpose. He shall give notice of all membership meetings and of required Board meetings; keep in safe custody the Association's seal, and affix it to any instrument when so directed by the President; prepare and make available at each membership meeting, the Deed Book, both membership rolls, a numerical list of designated voters, and the voter designation book; keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner and perform such other duties as may be prescribed by the Board or assigned by the President.

4.8 ASSISTANT-SECRETARIES

During the absence or disability of the Secretary, the Assistant-Secretary, or if there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.

4.9 TREASURER

The Treasurer shall have the custody of the Association funds and securities, keep full and accurate accounts of assessments, receipts and disbursements in the Association's books, deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board, disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements, render to the President and the Board at the regular meetings of the Board, or whenever they require it, an account of all of his transactions as treasurer and of the financial condition of the Association, render a full financial report at the annual membership meeting if so requested, be furnished by all of the Association's officers and agents, at his request, with such reports and statements as he may require as to all financial transactions of the Association, and perform such other duties as are given to him by these Bylaws or as time to time are assigned to him by the Board or by the President.

4.10 ASSISTANT-TREASURER

During the absence or disability of the Treasurer, the Assistant-Treasurer, or if there are more than one, the one so designated by the Treasurer, or by the Board, shall have all the powers and functions of the Treasurer.

4.11 FIDELITY BONDS

The President, Treasurer and all other officers or directors of the Association who are authorized to control or disburse funds of the Association, shall post fidelity bonds in the principal sum of not less than \$25,000.00 each. The Association shall pay for said bonds.

BYLAW V

MANAGEMENT

5.1 PRESIDENT'S PROPOSED BUDGET

The President shall propose an annual budget for the operation of the mobile home subdivision to the Board. Said budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications, as required by law. The budget shall also include reserve accounts for capital expenditures and deferred maintenance, including common element roof replacement, building painting, and pavement resurfacing.

5.2 BOARD'S PROPOSED BUDGET

The Board shall adopt a proposed annual budget in the form proposed by the President prior to the mailing of a copy of the proposed budget to each member.

5.3 NOTICE TO MEMBERS OF PROPOSED BUDGET.

The Board shall mail a copy of the proposed budget to each member, together with the Notice of the Special Budget Meeting, not less than thirty (30) nor more than sixty (60) days before said meeting. Any member may waive the requirement that Notice of the Special Budget Meeting be mailed to him.

5.4 GENERAL ASSESSMENTS.

The Board, at its last regular meeting of the fiscal year shall assess the owners of each unit, jointly and severally, a 1/128th share of the most recently adopted annual budget (which may be the one adopted for the past fiscal year). The annual assessment shall be collected in advance on a monthly or quarterly basis, as determined by the Board. If a new annual budget is adopted thereafter, the difference shall be assessed; and shall become due (or credited) proportionately, over the remaining periods of the fiscal year. The assessment coming due each period may be rounded up to the nearest dollar.

5.5 NOTICE OF ASSESSMENTS/LIENS ON UNIT/LATE CHARGES/COLLECTION

a. After each assessment, the Board shall send written notice thereof to each unit owner. The notice shall state each unit's proportionate amount, and the dates when each installment becomes due. No further notices need be given.

b. A unit owner, regardless of how he acquired his title, including any purchaser at a judicial sale, is liable for all assessments which come due while he is a unit owner. Each assessment levied against an owner's unit, together with interest, costs and reasonable attorneys fees, shall be the personal joint and several obligation of all persons and entities who owned the unit at the time the assessment became due. Further, the buyer of a unit is jointly and severally liable with the seller/grantor of the unit for all unpaid assessments against the seller/grantor for his share of the common expenses up to the time of the transfer of title to the buyer.

c. The Association has a lien on each mobile home parcel for any unpaid assessments, together with interest on delinquent assessments and costs of collection or enforcement of the lien, including reasonable attorneys fees. The Association may record a claim of lien in the public records of Okeechobee County, Florida. The lien is effective from and after the recording of the claim of lien. No such lien shall continue for a period greater than one year after the claim of lien has been recorded unless, within that time, an action to enforce the lien is commenced in the proper court. The claim of lien shall secure all unpaid assessments, interest, costs and attorneys fees, which are due and which may accrue subsequent to the recording of the claim of lien and prior to the entry of a final judgment of foreclosure.

d. If any assessment payment is not received by the Association within ten (10) days after its due date, such assessment payment shall be considered delinquent and a late charge of \$10.00 shall be assessed to the unit owners. If any assessment payment is not paid within ten (10) days after its due date, such assessment payment shall bear interest retroactive from the due date of such assessment payment at the rate of eighteen (18.0%) percent per annum, until it is paid.

e. The Association may bring an action in its name to foreclose a lien for assessments in the manner a mortgage for real property is foreclosed. The Association may also bring an action to recover a money judgment for unpaid assessments, interest, costs and attorneys fees, without waiving any claim of lien.

f. All payments received by the Association from a unit owner shall be applied first to interest and then to assessments.

5.6 PROFESSIONAL MANAGERS

The President, subject to the Board's authorization, may employ a professional manager and if necessary, a Secretary and such other personnel as shall reasonably be required to operate the mobile home subdivision. Alternatively, the President, subject to the Board's approval, may employ a professional management organization, to operate the mobile home subdivision.

5.7 PROFESSIONALS

The President, subject to the Board's approval, may retain such attorneys, accountants, certified public accountants and other professionals as shall be reasonably necessary to assist in operating the mobile home subdivision.

BYLAW VI

RULES AND REGULATIONS

6.1 ADOPTION OF RESTRICTIONS, RULES AND REGULATIONS

In order to establish and maintain an attractive mobile home subdivision of which all of the members can be proud, the Board has adopted a set of Restrictions, Rules and Regulations, simultaneously with the adoption of these Bylaws.

6.2 AMENDMENT OF RESTRICTIONS, RULES AND REGULATIONS

The Board shall have the right to amend the Restrictions, Rules and Regulations, from time to time. Amendments shall be effective five (5) days after written notice thereof has been furnished to members. Members may request such additional rules and they may deem desirable to maintain the standards of the mobile home subdivision.

BYLAW VII

MISCELLANEOUS

7.1 ENFORCEMENT

The Association shall enforce the Articles of Incorporation of the Association, these Bylaws, the Association's Restrictions, Rules and Regulations, the Declaration of Restrictions, and such other provisions that are required by law. The Association may bring an action for damages or for injunctive relief, or both, for failure to comply with any such provisions. If the Association prevails in such action it shall be entitled to recover reasonable attorneys' fees.

7.2 FINES/ENFORCEMENT OF RULES

a. If any unit owner(s), or any owner's children, agents, officers, guests, invitees, or anyone else on the mobile home property with the actual or implied consent of any unit owner, should damage or destroy any commonly owned property or property of another, the Association may file suit against the unit owner(s) to recover a money judgment for the damages.

b. The Association may levy reasonable fines against a unit owner for the failure of the owner of the unit or its occupant, licensee, or invitee, to comply with any provision of the declaration of restrictions, rules and regulations these bylaws, or reasonable rules and regulations of the Association, as they now exist or as they may hereafter be amended; specifically including, but not limited to, the failure to maintain a mobile home site as required by the restrictions, rules and regulations of the Association.

c. No fine may exceed \$50.00.

d. No fine may be levied except after giving reasonable notice and opportunity for a hearing to the unit owner.

(1) Reasonable notice shall be a notice to the unit owner (against whom the fine may be levied) of not less than fourteen (14) days prior to the unit owner's hearing. The notice shall include (a) a statement of the date, time and place of the hearing; (b) a statement of the provisions of the declaration, bylaws, or rules which have allegedly been violated; and (c) a short and plain statement of the matters asserted by the Association.

(2) The unit owner (against whom the fine may be levied) shall have an opportunity to respond, to present evidence, and to provide written or oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge and respond to any material considered by the Association.

7.3 MEMBERSHIP TRANSFER FEE

The Board may, from time to time, establish a pre-set fee of up to \$50.00, or such greater amount as may hereafter be authorized by law, for processing applicants for sales or units, with resulting membership transfers; whether said sale and transfer is approved or denied.

7.4 CORPORATE SEAL

The seal of the Association shall bear the name of the Association, the word "Florida" and the year of establishment, i.e., 1991.

7.5 EXECUTION OF INSTRUMENTS

All corporate instruments and documents, including, without limitation, notes, mortgages, bonds and contracts, shall be executed by the President, shall bear the Association's seal and shall be attested by the Secretary.

7.6 COMPENSATION

No compensation shall be paid to directors, or officer, as such, for their services. However, the Association may reimburse any Director or officer for actual expenses advanced on behalf of the Association, e.g., long distance telephone charges, postage, etc. However, no Director or officer shall be precluded from serving the Association in any other capacity, nor from receiving compensation therefor.

7.7 INDEMNIFICATION

Every Director of the Association, and each officer of the Association, shall be indemnified by the Association against all expenses and liabilities, including the Attorneys' fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or an Officer of the Association, or any settlement thereof, whether or not he is a director or an officer at the time such expenses are incurred, except in cases wherein the director or officer is adjudged guilty of nonfeasance, misfeasance, or malfeasance in the performance of his duties, or shall have breached his fiduciary duty to the members of the Association. Provided, however, that the Association shall not be liable for payment of a voluntary settlement unless it is first approved by the Board of Directors.

7.8 BINDING ARBITRATION

All internal disputes arising from the operation of the mobile home subdivision among unit owners, the Association, and their agents, may be submitted to voluntary binding arbitration as provided by law.

7.9 FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January of each year, effective January 1, 1991.

7.10 CONSTRUCTION

These Bylaws shall be construed under the laws of the State of Florida. Whenever the context required or allows, the use of any gender shall include all genders and the use of the singular shall include the plural and vice versa.

BYLAWS VIII

AMENDMENTS

8.1 AMENDMENTS ALLOWED

These Bylaws may be amended by the affirmative vote of 80% of all votes of the Association after the Developer's membership terminates. Until then, these Bylaws may be amended by a majority vote of the Board. However, if there is an omission or error in these Bylaws, the Association may correct such error or omission by a majority vote of the Board, even though the Developer's membership has terminated, provided that no such amendment will materially or adversely affect property rights of unit owners, unless the affected unit owners consent in writing.

8.2 METHOD OF PROPOSING AMENDMENTS

Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment; it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw . . . for present text." Nonmaterial errors or omissions in the Bylaw process shall not invalidate an otherwise properly promulgated amendment.

CERTIFICATION

I, FERN LAROSE, the President of HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC., INC., do hereby certify that the foregoing amendments to the Bylaws were duly adopted by the Board of Administration on October 10, 1991.

Signed, sealed and delivered in the presence of:

Linda Wilson
Two Witnesses

HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC., INC.

BY: Fern Larose
Fern Larose, as President

ATTEST: Fern Larose
Fern Larose, as Secretary

(CORP. SEAL)

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

10th day of October, 1991, by FERN LAROSE, as President and Secretary of HERITAGE VILLAGE MASTER UNIT OWNERS ASSOC., INC., on behalf of said association.

Linda Wilson
NOTARY PUBLIC
My Commission Expires:

(SEAL)



OFFICIAL SEAL
LINDA WILSON
MY COMMISSION EXPIRES
SEPTEMBER 04, 1995

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