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 MARTHA O. HAYNIE, COMPTROLLER
 ORANGE COUNTY, FL
 12/13/2007 10:28:57 AM
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This instrument prepared by and)
 should be returned to:)
 Elizabeth A. Lanham-Patrie, Esq.)
 850 Concourse Parkway South)
 Suite 105)
 Maitland, FL 32751)
 (407) 660-1040)

**AMENDED AND RESTATED BYLAWS
 OF
 WEDGEFIELD HOMEOWNERS ASSOCIATION, INC.**

THIS IS TO CERTIFY that these Amended and Restated Bylaws specifically and completely supercedes and replaces the original Bylaws which was recorded as Exhibit "C" to the Amended and Restated Declaration of Restrictive Covenants for Cape Orlando Estates (Wedgfield) at Official Records Book 6724, Page 4458 of the Public Records of Orange County, Florida. The Amended and Restated Declaration of Restrictive Covenants for Cape Orlando Estates (Wedgfield) was recorded in Official Records Book 6724, Page 4431 of the Public Records of Orange County, Florida. This Amended and Restated Bylaws was duly and properly adopted by the Members pursuant to Article VI of the Bylaws.

Signed, sealed and delivered
 in the presence of:

[Signature]
 Signature of Witness
Timothy R Miller
 Print Name

[Signature]
 Signature of Witness
SANDRA NEAD
 Print Name

**WEDGEFIELD HOMEOWNERS
 ASSOCIATION, INC.**

By: [Signature]
 Print Name: KATHLEEN V. MADGAN
 President
 Address: PO BOX 905 Christman, FL 32805-0905

(CORPORATE SEAL)

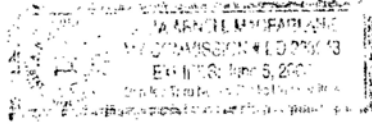
STATE OF FLORIDA
 COUNTY OF Orange

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of November, 2007, by Kathleen V. Madgan who is personally known to me to be the President of **WEDGEFIELD HOMEOWNERS ASSOCIATION, INC.**, or has produced is personally known (type of identification) and identification. She acknowledges executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed hereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 27th day of November, 2007.

Julia A. MacFarlane
Notary Public-State of Florida
Print Name: Julia A. MacFarlane
Commission No.: DD 323043
My Commission Expires: June 5, 2008

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COPY

Wedgefield Homeowners Association, Inc.
Bylaws

The following Bylaws are for the not-for-profit Corporation legally known as Wedgefield Homeowners Association, Inc.

ARTICLE I – MEETINGS

Section 1 – Annual Meeting: The Annual General Membership meeting of the Association shall be held in the month of December of each year in Orange County, Florida, on a specific date selected by the Board of Directors. The purpose of the meeting shall be to elect the Officers and Directors for the subsequent year.

Section 2 – General Membership Meetings: Monthly meetings of the members of the Association shall be held on a day, and at a time and location in Orange County, Florida specified by the Board of Directors. There will be a calendar of meeting dates published annually.

Section 3 – Special Meetings: Special General Membership meetings will be held when called by the President at the request of a majority of the Association's Board of Directors or the request of five (5) or more Members of the Association. Written notice of Special Membership Meetings setting forth the purpose, time, and place of the meeting, in Orange County, Florida, will be mailed not less than fourteen (14) days prior to the meeting and shall be deemed delivered when deposited with the United States Postal Service. Such notice will be either a special mailing or listed in the regular issue of the Wedgefield monthly newsletter.

Section 4 – Board of Directors Meetings: Meetings for the Board of Directors shall be held at the call of any Board Members with the concurrence of a majority of the Board of Directors of the Association in Orange County, Florida.

Section 5 – Notice of Adjourned Meetings: When a meeting is adjourned 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. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. However, if after the adjournment, the Board of Directors fixes a new date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Sections 1, 2, & 3 of Article I to each member of record on the new date.

Section 6 – Quorum: The quorum at Association Board of Directors Meetings shall be fifty (50%) percent of the Board membership plus one (1). The quorum at the General Membership and Special Meetings shall be twenty-five (25%) of eligible voting members or twenty (20) eligible voting members, whichever is the lesser. Once a quorum has been established, the subsequent withdrawal of eligible voting members shall not affect the validity of subsequent votes taken at that meeting. A quorum being present, the affirmative vote of the majority (50% plus 1) shall be the action of the Board of Directors and/or the Association.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: A Member of the Association is an individual who (a) owns property in Wedgefield or resides in Wedgefield as a lessee; (b) who has applied for membership in the Association; and (c) has paid the annual dues. Membership shall be open to individuals whose names appear on recorded deeds for property in Wedgefield or as the lessee residing in property in Wedgefield.

Revised and approved by vote at General Membership meeting 10/10/07

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Section 2 – Voting: Members shall indicate annually on the membership form the number of eligible voting members for that membership, not to exceed two (2) votes per deeded or leased property. Eligible members shall be entitled to a single vote on all matters presented to the membership. No proxy voting will be allowed. Absentee voting will be allowed with written request to the Board of Directors.

Section 3 – Election Procedures: The Nominating Committee shall receive recommendations from any member who wishes to propose a candidate or candidates for election and the nominations shall be read at a meeting and published prior to the election. Nothing herein contained shall be construed to preclude the nomination for office of any eligible member from the floor at the time of election.

Section 4 – Declaration: The Corporation shall accept membership applications submitted voluntarily without prior established condition or contract.

ARTICLE III – OFFICERS and BOARD OF DIRECTORS

Section 1 – Function: The Board of Directors of the Association shall exercise corporate powers. General membership shall retain the powers as enumerated in Article I, Section 1.

Section 2 – Qualifications: In order to stand for an Office or a Director, an individual must be a member in good standing of the Association as outlined in Article II, Section 1 previously.

Section 3 – Compensation: Directors shall serve as volunteers without compensation.

Section 4 – Duties of the Officers: The President, Vice President, Secretary and Treasurer shall all be elected by the General Membership of the Association and shall be Directors for their term of office.

The President shall preside over all meetings of the Association. The President shall be the official spokesperson for the Association and shall have those duties customary to the President or determined from time to time by the Board.

The Vice President of the Association shall assume the duties of the President in his/her absence.

The Secretary of the Association shall record minutes of meetings and such other functions as requested by the President or the Board.

The Treasurer of the Association shall maintain and safeguard the assets of the Corporation at the direction of the President or the Board.

Section 5 – Number: The Board of Directors of the Corporation shall consist of seven (7) individuals who will serve as Directors plus the President, vice President, Secretary and Treasurer. The initial number of Directors shall be as specified in the Articles of Incorporation as originally filed by the Corporation. The number of Directors may be increased or decreased (to the extent permitted by law) by vote of the voting Members of the Corporation from time to time by amendment to these bylaws, but no decrease shall have the effect of shortening the term of an incumbent Director.

Section 6 – Election and Term: At each Annual Meeting, the Voting Members shall elect the Officers and Directors of the Corporation, to hold office for the length of their term as outlined below or until the succeeding Annual meeting. Each Director (including Officers) shall hold office for the term for which he/she is elected or until his/her resignation or removal from office, until his/her successor shall have been elected and qualified. Each Director (which includes Officers) will serve a two-year term. Terms will be staggered, which means only half of the Directors will be elected each year in order that there is not a complete turnover of the Board. Each Officer's and Director's term of office shall be two (2) years with no limit of how many times they may run for the same office.

Section 7 – Vacancies: Any vacancy occurring on the Board of Directors or among the Officers will be filled by appointment of the Board of Directors. A Director or Officer appointed to fill a vacancy shall hold office for the remainder of the departing Director's term and may run for that or any other position at the Annual Meeting.

Revised and approved by vote at General Membership meeting 10/10/07

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Section 8 – Removal of Officers or Directors: Any Officer or Director who does not comply with their assigned responsibilities or who has a continuous absence or inactivity may be removed by majority vote of the Board of Directors.

Section 9 – Conflicts of Interest: If a Director or Officer has a potential conflict, he/she must announce the potential conflict and refrain from voting on that issue. That Director or Officer may be counted for the determination of a quorum.

However, notwithstanding any term or provision in these Bylaws to the contrary, no contract, transaction or act of any nature of or by the Corporation shall be authorized by either the Board of Directors, the voting Members or the Officers of the Corporation, if such contract, transaction or act would violate the limited purposes of the Corporation as specified in its Articles of Incorporation.

Section 10 – Standing and Special Committees: the President of the Association shall appoint All Standing and Special Committee Chairs. There shall be the following Standing Committees:

Nominating Committee
Architectural Review
Long-range Planning Committee
Code & Covenants Committee
Activities

There may be Special Committees as deemed necessary by the President or Board of Directors.

The membership, purpose, responsibility and duties of all Standing and Special Committees (except for the Nominating Committee) shall be approved by the Board of Directors.

Nominating Committee: This Committee is responsible to present to the Membership recommendations for a slate of Officers and Directors at the Annual Meeting election. This Committee is to be organized in September of each year to seek candidates for opening positions on the Board, then presenting same at the November General Membership Meeting and finally once again at the December General Membership Meeting for the election. (See Article II, Section 3).

Section 11 – Powers: The General Membership shall approve the annual budget. The budget may be amended for emergency supplemental expenses between General Membership meetings by the Board of Directors. Those expenses shall be presented for ratification at the following General Membership meeting.

ARTICLE IV – BOOKS AND RECORDS

Section 1 – Books and Records: The Corporation shall keep correct financial books and complete records of accounts and shall record minutes of the proceedings of its General Membership and Board of Directors Meetings. Any member in good standing may request, in writing, copies of these reports.

Section 2 – Financial information: Not later than sixty (60) days after the close of each fiscal year, the Corporation shall prepare a Balance Sheet showing, in responsible detail, its financial condition as of the end of such fiscal year, together with such other statements ("Operating Statements") required by such law, as will detail the results of its operations during such year.

The Balance Sheets and Operating Statements shall be filed by the Treasurer, and shall be kept there for at least five (5) years. An accredited independent person at the close of each fiscal year shall audit the Treasurers books and records in order to prepare the Balance Sheets.

Revised and approved by vote at General Membership meeting 10/10/07

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ARTICLE V – CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal, which shall be circular in form and may be affixed in conjunction with the execution of documents by the Corporation. Such Seal shall be remanded to the custody of the Corporation's Secretary.

ARTICLE VI – AMENDMENT

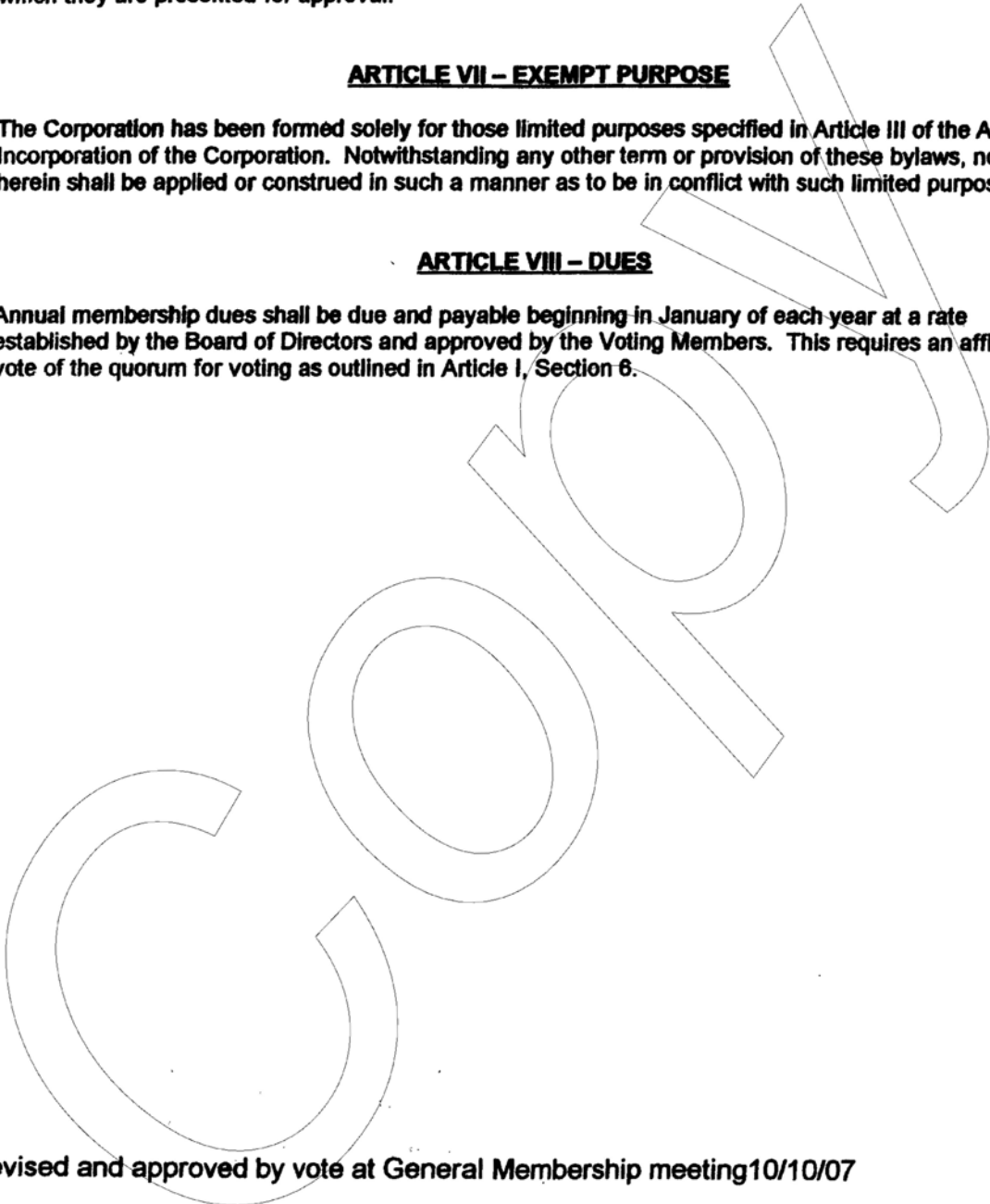
Bylaws of the Corporation may be repealed or amended and new bylaws may be adopted at any meeting by the affirmative vote of a majority of voting members present for voting as outlined in Article I, Section 6, provided, however, that notice of any such proposed amendment to these bylaws shall contain the proposed amendment and shall be given to members at least thirty (30) days prior to the meeting at which they are presented for approval.

ARTICLE VII – EXEMPT PURPOSE

The Corporation has been formed solely for those limited purposes specified in Article III of the Articles of Incorporation of the Corporation. Notwithstanding any other term or provision of these bylaws, nothing herein shall be applied or construed in such a manner as to be in conflict with such limited purposes.

ARTICLE VIII – DUES

Annual membership dues shall be due and payable beginning in January of each year at a rate established by the Board of Directors and approved by the Voting Members. This requires an affirmative vote of the quorum for voting as outlined in Article I, Section 6.



Revised and approved by vote at General Membership meeting 10/10/07

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