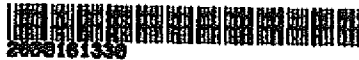


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Prepared by and return to:
Steven H. Mezer, Esquire
Bush Ross Gardner Warren & Rudy PA
Post Office Box 3913
Tampa, FL 33601



Rept: 463881 Ref: 51.00
DS: 0.00 TS: 0.00
12/28/00 12/28/00 Deputy Clerk

JED PITTMAN, PASCO COUNTY CLERK
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OR BK 4506 PG 1366

AMENDED AND RESTATED BY-LAWS
OF
GULF LANDINGS ASSOCIATION, INC.
A Florida Non-Profit Corporation

These Amended and Restated By-Laws of Gulf Landings Association, Inc., were adopted by unanimous vote of the board of Directors on the 20th day of December, 2000:

I. DEFINITIONS

The terms used in these bylaws shall have the same meaning as defined in the Gulf Harbor Sea Forest Declaration of Covenants and Restrictions recorded in OR book 1234-PG 00625 through PG 00634 Official Records of Pasco County, Florida (hereinafter "Declaration of Covenants and Restrictions") on February 8, 1983 and as amended from time to time.

II. PURPOSES

The purpose of this Association shall be as follows:

- (a) To provide an entity through which ownership, maintenance, and operation of the Common Areas within the Development can be provided for in perpetuity;
- (b) To provide for the promotion and enhancement of the civic, social, and recreational interests of its members; and
- (c) To take such action as may be required of it by or permitted of the Association by the Declaration of Covenants and Restrictions.

III. ASSOCIATION MEMBERSHIP

3.1 Classes of Members. There shall be Regular Members and Associate Members. The use of the term "Member" throughout these By-laws shall be construed to mean Regular Member, unless the context clearly provides otherwise.

3.2 Regular Members. By reason of such ownership as reflected in the Official Records of Pasco County, Florida the following shall be Regular Members:

- (a) an Owner of a single family residential lot
- (b) an Owner of a multi-family residential unit (including a condominium unit or villa unit);

3.3 Associate Members. If not otherwise a member, each of the following shall be entitled to Associate Membership in Association:

- (a) the spouse and children of a Member who have the same principal residence as the Member but who are not owners;
- (b) persons who are tenants or residents who are not owners of dwellings situated within the Development;
- (c) persons who by virtue of special contractual agreements with Declarant are entitled to become Associate Members of the Association.

The privileges and duties of Associate Members shall be established from time to time by resolution of the Board. The privileges and duties of Associate Members need not be the same as those of Members.

3.4 Privileges of Members. Members and Associate Members shall have a license to use the Common Areas subject to the provisions of the Declaration and subject to such other rules and conditions as may be established by the Board.

3.5 Voting.

- (a) Each Member whose membership is attributable to ownership of a single family residential lot or ownership of a multi-family residential unit, shall have one vote for each such lot or unit owned by him or her, but no more than one vote per lot or unit in the aggregate;
- (b) There shall be one membership attributable to each lot or unit regardless of the number of persons who may have an ownership interest therein or the manner in which title is held by them. The voting member shall be designated by the owners at the request of the Association.
- (c) Voting rights may be suspended as further indicated in the Declaration of Covenants and Restrictions.

3.6 Suspension of Privileges of Membership. The Board may suspend the privileges of Members and of Associate Members:

- (a) during any period during which any Association charge on such Member or Associate Member remains unpaid for more than ninety (90) days; or
- (b) for violation of the Declaration, the By-Laws or the Rules and Regulations of the Association after hearing.

3.7 Fines. The Association may impose fines against lot owners, unit owners, tenants, guests or invitees in such reasonable sums as they deem appropriate, not to exceed \$100.00 for each day of a continuing violation of Chapters 617 or 720 of the Florida Statutes, the Declaration of Covenants and Restrictions, the Association, By-Laws or the Rules and Regulations adopted by the Association each as amended from time to time, which shall not exceed in the aggregate the sum of \$1,000.00 for an ongoing violation.

The party against whom the fine is sought to be levied shall be afforded an opportunity for a hearing after reasonable notice of not less than fourteen (14) days, which notice shall include:

- (a) A statement of the date, time and place of the hearing.
- (b) A statement of the provisions of the Chapters 617 or 720 of the Florida Statutes, the Declaration of Covenants and Restrictions, Association By-Laws or Rules and Regulations of the Association which have allegedly been violated; and

- (c) A short and plain statement of the matters asserted by the Association. The hearing must be held before a committee of at least three of the Members, other than Board Members or officers of the Association or their spouses or relatives and as otherwise required by Section 720.305(2) of the Florida Statutes (2000) as amended from time to time, prior to the final imposition of fine.

IV. EVIDENCE OF MEMBERSHIP AND TRANSFER.

4.1 Member Certificates. Certificates of membership in the Association may be issued to Members and to Associate Members. Such certificate shall be in such form as the Board shall from time to time designate and shall be issued over the signature of the president or other officer of the Association. Such certificate shall indicate whether or not the holder is a Member or an Associate Member. Such certificate shall also clearly state on its face that the Association is a not-for-profit corporation. Adequate records shall be maintained by the Association showing the names of the Members and Associate Members of the Association, the type of membership, and the date of membership.

4.2 Transfer. When a Member ceases to be an Owner, such person's Membership, and those Associate Memberships existing through relationships to such person, shall cease. Owners shall remain liable for all Association charges and assessments incurred prior to the sale of their lot or unit.

V. MEETINGS OF MEMBERS.

5.1 Place of Meetings. All meetings of the Members of the Association shall be held in the State of Florida in such place therein as may be stated in the notice of such meeting.

5.3 The Annual Meeting. The annual meeting of the Members shall be held

during the month of January of each year at a date, place, and hour set by the Board of Directors in compliance with section 5.4 of this Article.

5.3 Special Meetings of the Members. Special meetings of the Members may be called by the Board at any time in the manner herein provided. A special meeting may also be called upon the written petition of twenty percent of the Members of the Association who would have the right to vote at such meeting. Such petition shall set forth the purpose of the special meeting.

5.4 Notice of Meetings of the Members. Written notice of meetings of the Members shall include the place, date, hour and purpose of the meeting and such other matters as may come before the Membership. Notice shall be delivered to each Member entitled to vote at such meeting via U.S. Mail or personal delivery not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting. If sent via U.S. Mail, such notice shall be deemed to have been delivered when deposited in the United States Mail, addressed to the Member at his or her last known address as it appears on the official records of the Association, with postage prepaid. Alternatively, notice may be published in any newspaper or publication printed under the auspices of the Association and distributed among the Members of the Association. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

5.5 Quorum. A quorum at either a special meeting or the annual meeting shall be ten (10) percent of the Members entitled to vote at such meeting in person or by proxy. The vote of a majority of the votes entitled to be cast at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater portion is required by law.

VI. THE DIRECTORS.

6.1 Powers. The Board shall:

- (a) Manage and control the affairs of the Association;
- (b) Adopt a corporate seal as the seal of the Association;
- (c) Designate a banking institution or institutions as depository for the Association funds; and the officer or officers authorized to make withdrawals therefrom and to execute obligations on behalf of the Association;
- (d) Perform other acts, the authority for which has been granted herein, by the Declaration of Covenants and Restrictions, by the Articles or by law, including the borrowing of money for Association purposes. A resolution by the Board that the interests of the Association require the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper corporate purpose. The Board may, if it determines that the same shall be reasonably necessary, assign, pledge, mortgage, or encumber any Association property as security for such borrowings, and it may pledge or assign future revenues of the Association as security therefore;
- (e) Adopt such rules and regulations relating to the use of the Association property, and sanctions for noncompliance therewith, as it may deem reasonably necessary for the best interest of the Association and its Members; the Board may also establish and levy reasonable fees for the issuance of permits for erecting or placing improvements on any lands within the Development and also for the use of Association property;
- (f) Cause the Association to employ or engage by contract sufficient personnel to adequately perform the responsibilities of the Association;
- (g) Negotiate and adopt agreements with any person or corporation for the purpose of insuring that properties owned by the Association are properly maintained and cared for;
- (h) Adopt reasonable rules of order for the conduct of the meetings of the Association, and with references thereto. On procedural questions upon which no rules have been adopted, the ruling of the Chairman of the meeting shall be final;
- (i) Select the officers of the Association; It may establish committees of the Association and appoint the members thereof; It may assign to such committees such responsibilities and duties not inconsistent with the provisions of these By-laws or with law as it may deem appropriate;
- (j) The Board may enter into an agreement or agreements with other organizations having the same or similar corporate purposes for reciprocal rights between the respective members thereof under such terms and conditions as the Board may deem proper. The Board may also enter into

- agreements with other organizations to which all Association members belong relating to the simplification of assessment collection procedures;
- (k) The Board shall, prior to the annual meeting of the Association each year, adopt an operating budget effective for the next fiscal year of the Association; said budget shall be presented to the Members at a meeting of the Members for review and comment. The Members shall not have the right to approve or disapprove the budget.
 - (l) The Board shall by resolution set the time for payment of annual assessments which may be on a monthly, quarterly, semi-annual or annual basis;
 - (m) Perform such other acts and have such other powers as are explicitly or implicitly allocated to the Board in or by the Declaration.
 - (n) Adopt such Rules and Regulations governing the use of Lots, Units or Common Areas as may be consistent with the Declaration of Covenants and Restrictions.

6.2 Board of Directors. The Board of Directors shall consist of nine Directors who need to be Members of the Association, serving staggered terms of three years. No Director shall succeed himself after serving one full three-year term. A Director who has served a full three-year term shall not be eligible for re-election for a period of ten months following expiration of said three-year term or until the next annual meeting, whichever is later.

6.3 Election of Directors.

- (a) Qualifications. Any Association Member may serve as Director;
- (b) A nominating committee consisting of three Members shall be appointed by the President no less than two months before the date of the annual meeting; The committee will serve until close of election; The committee chairman will publicize the number of vacancies on the Board and at two monthly Board meetings prior to the annual meeting will ask for nominations from the Membership; nominations for Directors shall also be accepted from the floor at the meeting at which the election occurs. Any Member may nominate himself or herself or any other Member at the meeting at which the election occurs;
- (c) Election of Directors shall be by written ballot or by proxy. Each lot and unit shall have one vote per vacancy or position to be filled; Cumulative voting is prohibited.

6.5 Proxies. The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may be lawfully adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it.

6.6 Meeting of the Board of Directors. The Board shall meet at least quarterly. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board must be open to all Members except for meetings between the Board and its attorney with respect to proposed, threatened or pending litigation and all discussions where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notices of all other Board meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessment. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. This subsection also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a Member of the community.

6.7 Quorum. A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any meeting shall deemed to be the act of the Board.

6.8 Vacancies. If a Director dies, resigns, is removed, or incapacitated or is otherwise unable to serve, the remaining Directors, even if less than a quorum, may fill such vacancy by majority vote of the remaining Directors. Any appointed Director shall serve the unexpired term of his or her predecessor.

VII. THE OFFICERS.

7.1 Officers. The officers of the Association shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer, and such other officers and assistant officers as the Board may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be Members of the Association.

7.2 President. The President shall be the general managerial officer of the Association, except as otherwise determined by the Board and he or she shall be vested with the powers and duties generally incident to the office of President of a non-profit corporation, except as otherwise determined by the Board, or as may be otherwise set forth in these By-Laws.

7.3 Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President is empowered to act and shall thereupon be vested with the powers and duties of the President. In the event that there is more than one Vice-President the Board shall establish the order in which they serve.

7.4 Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the Members and of the Board, shall mail, or cause

to be mailed, all notices required under the By-Laws. The Secretary shall have the custody of the corporate seal and records and maintain a list of the Members and their addresses and perform all other duties incident to the office of Secretary.

7.5 Treasurer. The Treasurer shall oversee custody of the funds of the Association, collect monies due, pay the obligations of the Association out of its fund, and perform such other duties as are incident to the office of Treasurer. The Board may require that the Treasurer be bonded for such amount and under such conditions as the Board may require.

7.6 Removal of Officers. Any Officer may be removed when, in the judgment of the Board, the best interests of the Association will be served by such removal.

7.7 Delegations of Duties. The duties of the Secretary and the Treasurer may be delegated by written contract with a licensed community association manager or to a company that employs licensed community associations managers. However, in the event of such delegation, the officer shall remain responsible for the performance of his or her duties and obligations as otherwise provided herein.

VIII. INDEMNIFICATION.

The Association shall, and does hereby, indemnify, including reimbursement of cost of defense, any person for any and all liability arising from actions taken or any omission in his or her official capacity or acts committed or failure to act, or actions taken or directed or authorized by the Board of Directors in his or her capacity as an officer, director, or committee member of the Association, but in no event shall any person be indemnified when that person's conduct violates any criminal statute or when that person has engaged in self-dealing or fraud.

IX. AMENDMENTS.


These By-Laws may be amended by a majority vote of the Board.

GULF LANDINGS ASSOCIATION, INC.

(CORPORATE SEAL)

By:



EDWIN McGEE, President


JUNE TREAT, Secretary
Attest

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 20th day of December, 2000 by EDWIN McGEE, President and JUNE TREAT, Secretary of GULF LANDINGS ASSOCIATION, INC., who is personally known to me or who have produced _____ as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing instrument and acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

 Janet A. Mulliken
Commission # CC 765997
Expires AUG. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

 (SEAL)
Notary Public
State of Florida at Large
Janet A. Mulliken
Print or Type Notary Signature

216128.1

Prepared By and Return to:
Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
28100 U.S. Highway 19 North, Suite 300
Clearwater, Florida 33761-2655



Rept: 935684 Rec: 18.50
DS: 0.00 IT: 0.00
10/25/05 Opty Clerk

JED PITTMAN, PASCO COUNTY CLERK
10/25/05 10:24am 1 of 2
OR BK 6656 PG 516

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED BY-LAWS OF
GULF LANDINGS ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the Board of Directors of Gulf Landings Association, Inc. (the "Association") held on June 7, 2005, at which a quorum of the Board of Directors were present, the attached Amendment to the Amended and Restated By-Laws of the Association were duly adopted by the Board as required by Article IX. The Amended and Restated By-Laws are recorded in Official Records Book 4506, Page 1366, Public Records of Pasco County, Florida, and as it exists as originally recorded and subsequently amended. The attached consists of one page.

IN WITNESS WHEREOF, GULF LANDINGS ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 20 day of October, 2005

GULF LANDINGS ASSOCIATION, INC.

John A. Holmes
Signature of Witness #1
John A. Holmes
Printed Name of Witness #1

Roger Stahl
Signature of Witness #2
Roger Stahl
Printed Name of Witness #2

By: Barbara Whelan
Signature
President, Barbara Whelan
Printed Name and Title

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 20th day of October, 2005, by Barbara Whelan, as President of GULF LANDINGS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

My Commission Expires:

Janet A. Mulliken
Notary Public



Janet A. Mulliken
Commission #DD146226
Expires: Aug 29, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

**APPROVED AMENDMENT TO
AMENDED AND RESTATED BY-LAWS OF
GULF LANDINGS ASSOCIATION, INC.**

Insertions are underlined; deletions are ~~stricken through~~

1. To amend Article III of the By-Laws to amend a new Section 3.8 to read as follows:

III. ASSOCIATION MEMBERSHIP.

* * *

3.8 Late Fees. The Association shall have the right and power to levy late fees, in addition to interest, in an amount determined by the Association from time to time, up to the highest amount allowed by law, on any unpaid assessments not paid within thirty (30) days after the same become due and payable.

END OF APPROVED AMENDMENT

R GULF LANDINGS ASSOCIATION, INC.
6035 BAREFOOT COURT
NEW PORT RICHEY, FL 34652



**AMENDED AND RESTATED BY-LAWS
OF
GULF LANDINGS ASSOCIATION, INC.
A Florida Non-Profit Corporation**

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These Amended and Restated By-Laws of Gulf Landings Association, Inc., formerly known as Gulf Harbors Sea Forest Association, Inc., were adopted by majority vote of the Board of Directors on October 13, 2005.

Rcpt: 938022 Rec: 120.50
DS: 0.00 IT: 0.00
10/31/05 Dpty Clerk

I. DEFINITIONS

The terms used in these bylaws shall have the same meaning as defined in the Gulf Harbor Sea Forest Declaration of Covenants and Restrictions recorded in OR book 1234 PG00625 through PG 00634 Official Records of Pasco County, Florida (hereinafter "Declaration of Covenants and Restrictions") on February 8, 1983 and as amended from time to time.

II. PURPOSES

JED PITTMAN, PASCO COUNTY CLERK
10/31/05 03:59pm 1 of 14
OR BK 6668 PG 1491

The purpose of this Association shall be as follows:

- (a) To provide an entity through which ownership, maintenance, and operation of the Common Areas within the Development can be provided for in perpetuity;
- (b) To provide for the promotion and enhancement of the civic, social, and recreational interests of its members.

III. ASSOCIATION MEMBERSHIP

3.1 Classes of Members. There shall be Regular Members and Associate Members. The use of the term "Member" throughout these By-laws shall be construed to mean Regular Member, unless the context clearly provides otherwise.

3.2 Regular Members. By reason of such ownership as reflected in the Official

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S/H

Records of Pasco County, Florida the following shall be Regular Members:

- (a) An Owner of a single family residential lot and/or unit.
- (b) An Owner of a multi-family residential unit.

3.3 Associate members. If not otherwise a member, each of the following shall be entitled to Associate Membership in the Association:

- (a) The spouse and children of a Member who have the same principal residence as the Member but are not owners;
- (b) Persons who are tenants or residents who are not owners of dwellings situated within the Development.

The privileges and duties of Associate Members shall be established from time to time by resolution of the Board. The privileges and duties of Associate Members need not be the same as those of Members.

3.4 Privileges of Members. Members and Associate Members shall have a license to use the Common Areas subject to the provisions of the Declaration and subject to such other rules and conditions as may be established by the Board.

3.5 Voting.

- (a) Only Members in good standing shall have the privilege to vote at meetings of the Association or for Directors.
- (b) There shall be one membership attributable to each lot or unit regardless of the number of persons who may have an ownership interest therein or the manner in which title is held by them. The voting member shall be designated by the owners at the request of the Association.

3.6 Suspension of Privileges of Membership. The Board may suspend the privileges of Members and Associate Members:

- (a) Any period during which any Association charge on such Member

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or Associate Member remains unpaid for more than ninety (90) days;

- (b) The period of any continuing violation by such Member or Associate Member of the provisions of the Florida Statutes, the Declaration, the By-Laws, or the Rules and Regulations as determined by the Board after hearing.

3.7 Fines. The Board of Directors may impose fines against lot or unit owners in such reasonable sums as they deem appropriate, not to exceed \$100.00 for each day of continuing violation of the Florida Statutes, the Declaration of Covenants and Restrictions, the Association, By-Laws or the Rules and Regulations adopted by the Association each as amended from time to time, which shall not exceed in the aggregate the sum of \$1,000.00 for an ongoing violation. Members will be financially responsible for damage to common property caused by their guests and or Associate Members registered to their address. The party against whom the fine or remuneration is sought to be levied shall be afforded an opportunity for a hearing after reasonable notice of not less than fourteen (14) days, which notice shall include:

- (a) A statement of the date, time and place of the hearing;
- (b) A statement of the provisions of the Florida Statutes, the Declaration of Covenants and Restrictions, the Association By-Laws or the Rules and Regulation of the Association which have allegedly been violated; or
- (c) Proof of alleged damage incurred.

A hearing must be held before a committee of at least three of the Members, other than Board Members or officers of the Association or their spouses or relatives and as otherwise required by Section 720.305(2) of the Florida Statutes prior to the final imposition of fine or mandate for remuneration of damage.

IV. EVIDENCE OF MEMBERSHIP AND TRANSFER.

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4.1 Member Certificates. Certificates of membership in the Association may be issued to Members and to Associate Members. Such certificates shall be in such form as the Board shall from time to time designate and shall be issued over the signature of the president or other officer of the Association. Such certificates shall indicate whether or not the holder is a Member or an Associate Member. Such certificates shall also clearly state on its face that the Association is a not-for-profit corporation. Adequate records shall be maintained by the Association showing the names of the Members and Associate Members of the Association, the type of membership, and the date of membership.

4.2 Transfer. When a Member ceases to be an Owner, such person's Membership, and those Associate Memberships existing through relationships to such person, shall cease. Owners shall remain liable for all Association charges and assessments incurred prior to the sale of their lot or unit.

V. MEETINGS OF MEMBERS.

5.1 Place of Meetings. All meetings of the Members of the Association shall be held in the State of Florida in such place therein as may be stated in the notice of such meeting.

5.2 The Annual Meeting. The annual meeting of the Members shall be held during the month of January of each year at a date, place, and hour set by the Board of Directors in compliance with section 5.4 of this Article.

5.3 Special Meeting of the Members. Special meeting of the Members may be called by the Board at any time in the manner herein provided. A special meeting may also be called upon the written petition of twenty percent of the Members of the Association who would have the right to vote at such a meeting. Such petition shall set

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forth the purpose of the special meeting.

5.4 Notice of Meetings of the Members. Written notice of meetings of the Members shall include the place, date, hour and purpose of the meeting and such other matters as may come before the Membership. Notice shall be delivered to each Member entitled to vote at such meeting via U.S. Mail or personal delivery not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting. If sent via U.S. Mail, such notice shall be deemed to have been delivered when deposited in the United States Mail, addressed to the Member at his or her last known address as it appears on the official records of the Association, with postage prepaid. Alternatively, notice may be published in any newspaper or publication printed under the auspices of the Association and distributed among the Member of the Association. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

5.5 Quorum. A quorum at either a special meeting or the annual meeting shall be ten (10) percent of the Members entitled to vote at such meeting in person or by proxy. The vote of a majority of the votes entitled to be cast at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater portion is required by law.

VI. THE DIRECTORS.

6.1 Powers. The Board shall:

- (a) Manage and control the affairs of the Association;
- (b) Adopt a corporate seal as the seal of the Association;
- (c) Designate a banking institution or institutions as depository for the Association funds; and the officer or officers authorized to make withdrawals there from and to execute obligations on behalf of the Association.
- (d) Perform other acts, the authority for which has been granted

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herein, by the Declaration of Covenants and Restrictions, by Articles or by law, including the borrowing of money for Association purposes. A resolution by the Board that the interests of the Association require the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper corporate purpose. The Board may, if it determines that the same shall be reasonably necessary, assign, pledge, mortgage, or encumber any Association property as security for such borrowings, and it may pledge or assign future revenues of the Association as security therefore;

- (e) Adopt such rules and regulations relating to the use of the Association property, and sanctions for noncompliance therewith, as it may deem reasonably necessary for the best interest of the Association and its Members; the Board may also establish and levy reasonable fees for the issuance of permits for erecting or placing improvements on any lands within the Development and also for the use of Association property;
- (f) Cause the Association to employ or engage by contract sufficient personnel to adequately perform the responsibilities of the Association;
- (g) Negotiate and adopt agreements with any person or corporation for the purpose of insuring that properties owned by the Association are properly maintained and cared for;
- (h) Adopt reasonable rules of order for the conduct of the meetings of the Association, and with references thereto. On procedural questions upon which no rules have been adopted, the ruling of the Chairman of the meeting shall be final;
- (i) Select the officers of the Association; It may establish committees of the Association and appoint the Members thereof; It may assign to such committees such responsibilities and duties not inconsistent with the provisions of these By-laws or with law as it may deem appropriate;
- (j) The Board shall, prior to the annual meeting of the Association each year, adopt an operating budget effective for the next fiscal year of the Association; said budget shall be presented to the Members at a meeting of the Members for review and comment. Upon the adoption and approval of the budget, the Board shall be bound by the same and shall not vary there from by more than fifteen (15) percent of the total amount thereof without having called a Special Meeting of the Association to approve such variations.
The Members shall not have the right to approve or disapprove the budget.
- (k) The Board shall by resolution set the time for payment of annual assessments which may be on a monthly, quarterly, semi-annual or annual basis;

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- (l) Perform such other acts and have such other powers as are explicitly or implicitly allocated to the Board in or by the Declaration.
- (m) Adopt such Rules and Regulations governing the use of Lots, Units or Common Areas as may be consistent with the Declaration of Covenants and Restrictions.

6.2 Board of Directors. The Board of Directors shall consist of nine Directors who need to be Members of the Association in good standing, serving staggered terms of three years. No Director shall succeed himself after serving one full three-year term. A Director who has served a full three-year term shall not be eligible for re-election for a period of ten months following expiration of said three-year term or until the next annual meeting, whichever is later. No two Members residing at the same address can serve as a Director at the same time..

6.3 Election of Directors.

- (a) Qualification. Any Regular Association Member in good standing, at least twenty one (21) years of age may serve as Director;
- (b) A nominating committee consisting of three Members shall be appointed by the President no less than two months before the date of the annual meeting; The committee will serve until close of election; The committee chairperson will publicize the number of vacancies on the Board and at two monthly Board meetings prior to the annual meeting will ask for nominations from the Membership; nominations for Directors shall also be accepted from the floor at the meeting at which the election occurs. Any Member may nominate himself or herself or any other Member at the meeting at which the election occurs;
- (c) Election of Directors shall be by written ballot or by proxy. Each lot and unit shall have one vote per vacancy or position to be filled; Cumulative voting is prohibited.

6.4 Proxies. The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the property owner who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the

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meeting may be lawfully adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure off the person who executes it. An illegal proxy (fraudulently created) is immediately null and void and the perpetrator(s) will be prosecuted to the full extent of the law.

6.5 Meeting of the Board of Directors. The Board shall meet at least quarterly. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. All meeting of the Board must be open to all Members except for meetings between the Board and its attorney with respect to proposed, threatened or pending litigation and all discussions where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notices of all other Board meetings must be posted in a conspicuous place at the clubhouse, condominiums and E-mailed to any Member wishing to register their electronic address with the Secretary of the Association at least forty-eight (48) hours in advance of a meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessment. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. This subsection also applies to the meeting of any committee or other similar body, when a final decision will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a Member of the community.

6.6 Speakerphone. A Director attending any Board Meeting via speakerphone

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will be counted as present to constitute a quorum, may make motions and vote as if they were in the room providing he or she:

- (a) Contacts the Secretary of the Association at least three (3) days in advance of the meeting;
- (b) Remains on the line for the entire meeting.

6.7 Action Without Meeting. Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in writing or electronic submission by all of the Directors who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Association.

6.8 Quorum. A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any meeting shall be deemed to be the act of the Board.

6.9 Vacancies. If a Director dies, resigns, is removed, or incapacitated or is otherwise unable to serve, the remaining Directors, even if less than a quorum, may fill such vacancy by majority vote of the remaining Directors.

6.10 Resignations.

- (a) A Director may resign at any time by delivering notice to any officer of the Board electronically, written, or verbally. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- (b) A Director of the board, who fails to attend any meetings held in any sixty (60) consecutive day period without the permission of the majority of the board, shall be deemed to have resigned.

VII. THE OFFICERS.

7.1 Officers. The officers of the Association shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer, and such other officers and assistant officers as the Board may from time to time elect. Any two or more offices may be held

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by the same person, except the offices of President and Secretary. Officers shall be Members of the Association.

7.2 President. The President shall be the general managerial officer of the Association, except as otherwise determined by the Board and he or she shall be vested with the powers and duties generally incident to the office of President of a non-profit corporation, except as otherwise determined by the Board, or as may be otherwise set forth in these By-Laws. A Director shall serve on the Board an aggregate of twelve (12) months before being eligible for the office of President.

7.3 Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President is empowered to act and shall be vested with the powers and duties of the President. In the event that there is more than one Vice-President the Board shall establish the order in which they serve.

7.4 Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meeting of the Members and of the Board, shall mail, or cause to be mailed, all notices required under the By-Laws. The Secretary shall have the custody of the corporate seal and records and maintain a list of the Members and their addresses and perform all other duties incident to the office of Secretary.

7.5 Treasurer. The Treasurer shall oversee custody of the funds of the Association, collect monies due, oversee the payment of the obligations of the Association out of its fund, and perform such other duties as are incident to the office of Treasurer. The Board may require that the Treasurer be bonded for such amount and under such conditions as the Board may require.

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7.6 Removal of Officers. Any Officer may be removed by the majority vote of the Board when, in the judgment of the Board, the best interests of the Association will be served by such removal.

7.7 Delegation of Duties. The duties of the Secretary and the Treasurer may be delegated by written contract with a licensed community association manager or to a company that employs licensed community associations managers. However, in the event of such delegation, the officer shall remain responsible for the performance of his or her duties and obligations as otherwise provided herein.

VIII. DUTIES OF MEMBERS.

8.1 Payment of Assessments. The charges or assessments levied by the Association as provided in Article VII of the Declaration shall be paid to the Association on or before the date fixed by resolution of the Board. Written notice of the charge and the date of payment shall be sent to each Member at the address last given by such Member to the Association. Each Member shall pay an assessment for each lot. The Board may set the assessments so as to equitably divide the costs of the operation of the association among its Members.

8.2 Collection and Lien. The amount of the assessment levied by the Association shall be paid to it on or before the date or dates fixed by resolution of the Board. If not so paid, the amount of such assessment, plus any other charges thereon, including interest at the maximum limit provided by law per annum from the date of delinquency and costs of collection, including attorneys' fees, if any, shall constitute and become a lien on the property within the Development of the Member so assessed which the Board causes to be recorded in the Office of the clerk of the Circuit Court for Pasco County a notice of

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such assessment and such other charges and description of property which has been assessed. Such notice shall be signed by the Secretary or Board designee on behalf of the Association. Upon payment of said assessment and charges, or other satisfaction thereof, the Board shall, within reasonable time, cause to be recorded a further notice stating the satisfaction and the release of said lien.

8.3 Priority of Lien. Conveyance of any lot, unit or tract shall not affect any lien for assessments provided herein. Such lien shall be prior to all other liens recorded subsequent to said notice of assessment.

8.4 Enforcement. The lien provided for herein may be foreclosed by suit by the Association in like manner as a mortgage and, in such event, the Association may be a bidder at the foreclosure sale. The Association may also pursue any other remedy against any owner owing money to it which is available to it at law or in equity for the collection of debt.

8.5 Proof of Payment. Upon request, the Association shall furnish a statement certifying that all assessments then due have been paid or indicating the amount then due.

8.6 Suspension. The Association shall not be required to transfer membership on its books or to allow the exercise of any rights or privileges of membership on account thereof to any Owner or to any persons claiming under them unless or until all assessments and charges to which they are subject have been paid.

IX. INDEMNIFICATION.

The Association shall, and does hereby, indemnify, including reimbursement of cost of defense, any person for any and all liability arising from actions taken or any omission in his or her official capacity or acts committed or failure to act, or actions

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omission in his or her official capacity or acts committed or failure to act, or actions taken or directed or authorized by the Board of Directors in his or her capacity as an officer, director, or committee member of the Association, but in no event shall any person be indemnified when that person's conduct violates any criminal statute or when that person has engaged in self dealing or fraud.

X. AMENDMENTS.

These By-Laws may be amended by a majority vote of the Board of Directors.

The above restated and amended By-Laws of Gulf Landing, Inc. (a Florida not-for-profit corporation,) were adopted by the following Directors at the October 13, 2005 Board of Directors Meeting.

MARY E CLAIR NAME	<i>Mary E. Clair</i> SIGNATURE	10/13/05 DATE
Barbara Wheeler NAME	<i>Barbara Wheeler</i> SIGNATURE	10/13/05 DATE
Jane F. Holmes NAME	<i>Jane F. Holmes</i> SIGNATURE	10/13/05 DATE
Bruce W. Manning NAME	<i>Bruce W. Manning</i> SIGNATURE	10/13/05 DATE
Russell J. VanTine NAME	<i>Russell J. VanTine</i> SIGNATURE	10/13/05 DATE
NAME	SIGNATURE	DATE
NAME	SIGNATURE	DATE
NAME	SIGNATURE	DATE
NAME	SIGNATURE	DATE

I, Jane Holmes, Acting Secretary of Gulf Landings Association, Inc. certify that the above restated and amended By-Laws were adopted by a majority vote of the Directors eligible to vote on October 13, 2005.

Jane F. Holmes
SIGNATURE



GULF LANDINGS ASSOCIATION, INC.

(CORPORATE SEAL)

Barbara Whelan
BARBARA WHELAN, President

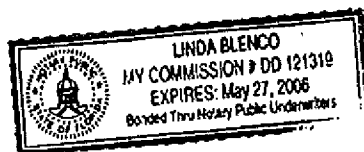
Jane Holmes
JANE HOLMES, Secretary

STATE OF FLORIDA)

COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 31 day of October, 2005 by BARBARA WHELAN, President and JANE HOLMES, Secretary of GULF LANDINGS ASSOCIATION, INC., who is personally known to me or who have produced FL DR License as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing instrument and acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

Linda Blenco (Seal)
Notary Public
State of Florida at Large



Print or Type Notary Signature



2005241299

Rept: 942138 Rec: 18.50
 DS: 0.00 IT: 0.00
 11/14/05 _____ Dpty Clerk

JED PITTMAN, PASCO COUNTY CLERK
 11/14/05 12:39pm 1 of 2
 OR BK 6692 PG 753

R

Return to:
 Gulf Landings Association, Inc.
 6035 Barefoot Court
 New Port Richey, FL 34652

**CERTIFICATE OF AMENDMENT
 TO THE AMENDED AND RESTATED
 BY-LAWS OF
 GULF LANDINGS ASSOCIATION, INC.
 A Florida non-Profit Corporation**

WE HEREBY CERTIFY THAT the attached amendment to the Gulf Landings Association, Inc. By-Laws, as described in Book 6668 at Page 1500 of the Official Records of Pasco County, Florida, was duly approved as required by said By-Laws at a meeting of the membership on November 7, 2005, in a manner prescribed by the



(CORPORATE SEAL)

GULF LANDINGS ASSOCIATION, INC.


 BARBARA WHELAN, President


 JANE HOLMES, Secretary

STATE OF FLORIDA)

COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 14 day of Nov, 2005 by BARBARA WHELAN, President and JANE HOLMES, Secretary of GULF LANDINGS ASSOCIATION, INC., who is personally known to me or who have produced Florida Driver License identification, who did not take and oath under the laws of the State of Florida, who executed the foregoing instrument and acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.



 (Seal)
 Notary Public
 State of Florida at Large

Laurie Groff
 Print or Type Notary Signature

S/H

AMENDMENT TO THE
AMENDED AND RESTATED BY-LAWS
OF GULF LANDINGS ASSOCIATION, INC.

ARTICLE VII, SECTION 7.2 OF THE BY-LAWS SHOULD BE AMENDED TO
READ AS FOLLOWS:

7.2 President. The President shall be the general managerial officer of the Association, except as otherwise determined by the Board and he or she shall be vested with the powers and duties generally incident to the office of President of a non-profit Corporation, except as otherwise determined by the Board, or as may be otherwise set forth in the By-Laws. ~~A Director shall serve on the Board an aggregate of twelve (12) months before being eligible for the office of President.~~

CODING: The full text to be amended is stated: Words to be deleted are lined through.



2006007435

Rept: 959690 Rec: 18.50
 DS: 0.00 IT: 0.00
 01/12/06 _____ Dpty Clerk

R

Return to:
 Gulf Landings Association, Inc.
 6035 Barefoot Court
 New Port Richey, FL 34652

JED PITTMAN, PASCO COUNTY CLERK
 01/12/06 11:29am 1 of 2
 OR BK **6793** PG **596**

**CERTIFICATE OF AMENDMENT
 TO THE AMENDED AND RESTATED
 BY-LAWS OF
 GULF LANDINGS ASSOCIATION, INC.
 A Florida non-Profit Corporation**

WE HEREBY CERTIFY THAT the attached amendment to the Gulf Landings Association, Inc. By-Laws, as described in Book 6668 at Page 1500 of the Official Records of Pasco County, Florida, was duly approved as required by said By-Laws at a meeting of the membership on January 5, 2006, in a manner prescribed by the By-Laws.

GULF LANDINGS ASSOCIATION, INC.



(CORPORATE SEAL)

Barbara Whelan
BARBARA WHELAN, President

Jane F. Holmes
JANE HOLMES, Secretary

STATE OF FLORIDA)

COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 9th day of January, 2006 by BARBARA WHELAN, President and JANE HOLMES, Secretary of GULF LANDINGS ASSOCIATION, INC., who is personally known to me or who have produced FL Driver Licenses as identification, who did take and oath under the laws of the State of Florida, who executed the foregoing instrument and acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.



_____(Seal)
 Notary Public
 State of Florida at Large
Karen R. Ullm
 Print or Type Notary Signature

Karen R. Ullm

S/H

**AMENDMENT TO THE
AMENDED AND RESTATED BY-LAWS
OF GULF LANDINGS ASSOCIATION, INC.**

**ARTICLE VI, SECTION 6.1 (i) OF THE BY-LAWS SHOULD BE AMENDED TO
READ AS FOLLOWS:**

- (i) Select the officers of the Association; It may establish committees of the Association and appoint the Members or Associate Members thereof; It may assign to such committees such responsibilities and duties not inconsistent with the provisions of these By-laws or with law as it may deem appropriate;

CODING: The full text to be amended is stated: Words to be added are underlined.