

R e Meirose + Friscia PA  
5550 W Executive Dr Ste 250  
Tampa FL 33609



**CERTIFICATE OF RECORDING OF  
ARTICLES OF INCORPORATION AND BYLAWS  
OF THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**

28  
WHEREAS, this Certificate of Recording is being recorded in the Official Records of Pasco County, Florida, to record the Articles of Incorporation and Bylaws of The Preserve at Lake Thomas Homeowners' Association, Inc., said Articles of Incorporation and Bylaws not being recorded with the governing documents of the Association; said original governing documents consisting of the Declaration of Easements, Covenants, Conditions and Restrictions for The Preserve at Lake Thomas recorded in the Official Records of Pasco County, Florida, at Official Records Book 3497, beginning at Page 885.

WHEREAS, pursuant to Fla.Stat. §720.303(1) all homeowners associations are now required to record the initial governing documents of the Association in the Official Records of the County in which the community is located;

WHEREAS, the governing documents of homeowners associations are defined in Fla.Stat. §720.301(8) and include the recorded Declaration of Covenants for a community and all duly adopted and recorded amendments, supplements, and recorded exhibits thereto; and the Articles of Incorporation and Bylaws of the homeowners association and, any duly adopted amendments thereto;

It has been discovered that the Articles of Incorporation and Bylaws of The Preserve at Lake Thomas Homeowners' Association, Inc. have not been recorded in the Official Records of Pasco County, Florida.

The undersigned being duly authorized by the Board of Directors of The Preserve at Lake Thomas Homeowners' Association, Inc. do hereby attach hereto as Exhibit A, a certified copy of the Articles of Incorporation of The Preserve at Lake Thomas Homeowners' Association, Inc.;

The undersigned being duly authorized by the Board of Directors of The Preserve at Lake Thomas Homeowners' Association, Inc. do hereby attach hereto as Exhibit B, a copy of the Bylaws of The Preserve at Lake Thomas Homeowners' Association, Inc.;

The undersigned being duly authorized by the Board of Directors of The Preserve at Lake Thomas Homeowners' Association, Inc. do hereby attach hereto as Exhibit C, the amendment to the Bylaws that were approved by the Board of Directors of The Preserve at Lake Thomas Homeowners' Association, Inc. at the Board of Directors meeting held on December 14, 2006. The undersigned further certify that the amendment to the Bylaws was proposed and approved in accordance with the governing documents of the Association and applicable Florida Statutes.

Rcpt: 1584986 Rec: 239.50  
DS: 0.00 IT: 0.00  
02/27/14 E. Munguia, Dpty Clerk

IN WITNESS WHEREOF, we have affixed our hands this 13 day of ~~Feb~~<sup>February</sup> 2014  
in Pasco County, Florida.

THE PRESERVE AT LAKE THOMAS HOMEOWNERS'  
ASSOCIATION, INC.

*Carl Gebelen*

President

CARL GEBELEIN

*Jean L. Shorts*  
Signature of Witness

Jean L. Shorts  
Printed Name of Witness

*Mark H. Foster*  
Signature of Witness

MARK H. FOSTER  
Printed Name of Witness

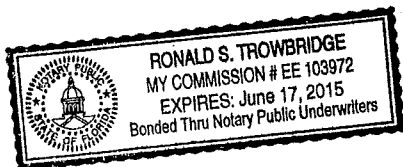
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 13<sup>th</sup> day of FEB 2014, by  
CARL GEBELEIN as President of The Preserve at Lake Thomas Homeowners'  
Association, Inc. a Florida corporation, not-for-profit, on behalf of the corporation who is  
personally known to me or has produced a Florida Driver's License as identification.

*Ronald S. Trowbridge*  
Notary Public

RONALD S. TROWBRIDGE  
Printed Name of Notary Public

My Commission Expires:



Jean L. Shorts  
Signature of Witness  
Jean L. Shorts  
Printed Name of Witness  
[Signature]  
Signature of Witness  
MARK H. FOSTER  
Printed Name of Witness

Diane Butler  
Secretary  
DIANE BUTLER

OR BK 8999 PG 2370  
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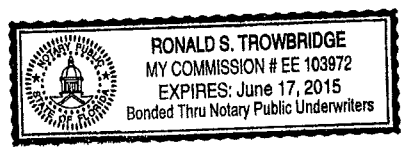
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 13th day of FEB, 2014, by DIANE BUTLER as Secretary of The Preserve at Lake Thomas Homeowners' Association, Inc. a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.

[Signature]  
Notary Public

RONALD S. TROWBRIDGE  
Printed Name of Notary Public

My Commission Expires:



# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on August 4, 1995, as shown by the records of this office.

The document number of this corporation is N95000003734.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Thirteenth day of January, 2014



*Ken Detzner*

Ken Detzner  
Secretary of State

OR2EO22 (1-11)

OR BK 8999 PG 2371  
4 of 28

ALL-STATE LEGAL®

EXHIBIT

A

ARTICLES OF INCORPORATION

FILED

OF

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THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.  
TALLAHASSEE, FLORIDA  
A NOT-FOR-PROFIT FLORIDA CORPORATION

In order to form a corporation not for profit under and in accordance with Chapter 617 of the Florida Statutes, the undersigned hereby forms a not for profit corporation for the purposes and with the powers hereinafter set forth and to that end, by this Articles of Incorporation, certifies and sets forth the following:

ARTICLE I

Name of Corporation

The name of this corporation is: THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

Principal Office

The initial principal office of the Association is located at 5815 Land O'Lakes Blvd., Land O'Lakes, Florida 34639.

ARTICLE III

Purpose

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, operation, and preservation of the Surface Water Management Systems, Common Areas and Lots of THE PRESERVE AT LAKE THOMAS, INC. (as defined in THE PRESERVE OF LAKE THOMAS DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS, recorded in the Official Records of Pasco County, Florida, as amended from time to time, hereinafter referred to as the "Declaration") and to provide, according to the provisions of the Declaration, and within that certain property as shown and described in that certain subdivision plat to be recorded among the public records of Pasco County, Florida, and such other property lying and being situated in Pasco County, Florida, which may, from time to time, be subject to the provisions of the Declaration, for the promotion of the health, safety, and welfare of the residents within the above-described subdivision, and any additions thereto as may hereafter be subject to the terms and conditions of the Declaration, and in furtherance of these purposes, to:

- A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and the Association's Bylaws, an same may be amended from time to time as therein provided;
- B. To make, establish and enforce rules and regulations governing the use of the Common Areas;
- C. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association, and, to use and expend the proceeds of regular and special assessments in the exercise of its powers and duties hereunder;
- D. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- E. Borrow money, and with the assent of the appropriate number of each Class of Members as provided in the Association's Bylaws, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be provided in the Declaration and the Association's Bylaws;
- G. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided, however, that any such merger or consolidation shall have the assent of the appropriate number of each Class of Members as provided in the Association's Bylaws. Additional property within the real property may be submitted, in whole or in part, to the provisions of the Declaration by the Developer and/or additional Common Areas may be conveyed to the Association by the Developer, at any time within fifteen years of the date of recording of the Declaration in the Public Records of Pasco County, all without joinder or consent of the Association, the Members or any holder of a mortgage or lien affecting any portion of the property already subject to the terms of the Declaration.
- H. Enforce by legal means the obligations of the Members of the Association and the provisions of the Declaration.

I. Have and exercise any and all powers, rights and privileges that a corporation organized under the Florida Not For Profit Association Act, Chapter 617, Florida Statutes.

J. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by regular and special assessments against Members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any Member.

**ARTICLE IV**  
**Members**

Every person or entity who is a record Owner of a fee or undivided fee interest in any Residential Lot which is subject to the terms and conditions of the Declaration, as amended from time to time, shall automatically be a Member of the Association as provided by said Declaration and the Association's Bylaws. Membership shall automatically terminate when such person or entity is no longer the Owner of such Lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Transfers of membership in the Association shall be made on the books of the Association and shall be established by recording among the Public Records of Pasco County, Florida, a deed or other instrument establishing or transferring fee simple title to a Lot subject to the terms and conditions of the Declaration, as amended from time to time. Thereupon, the transferor's membership in the Association shall automatically terminate.

**ARTICLE V**  
**Duration**

The period of duration of this Association shall be perpetual.

**ARTICLE VI**  
**Subscriber**

The name and address of the subscriber is:

ROBERT PINSON                      5815 Land O'Lakes Blvd.  
Land O'Lakes, FL 34639

**ARTICLE VII**  
**Board of Directors**

The affairs of this Association shall be initially managed by a Board of Directors composed of not less than three (3) Directors

who need not be Members of the Association. The number of Directors may be increased as provided by the Association's Bylaws.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

ROBERT PINSON	5815 Land O'Lakes Blvd. Land O'Lakes, FL 34639
CHARLES FOSTER	5815 Land O'Lakes Blvd. Land O'Lakes, FL 34639
ROGER COPENHAVER	18754 Wimbledon Circle Lutz, FL 33549

#### ARTICLE VIII Officers

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, Vice President, Secretary, Treasurer and such other officers as the Board of Directors may from time to time by resolution determine. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the Members. The names of the officers who are to serve until the first election or appointments are:

President - ROBERT PINSON  
Vice President/Secretary/Treasurer - CHARLES FOSTER

#### ARTICLE IX Liability

No officer, Director or Member of the Association shall be or become personally liable for any debt or other obligation of this corporation except as provided in the Declaration, these Articles of Incorporation, and the Bylaws of the Association.

#### ARTICLE X Indemnification

Every Director and officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such Director, officer or Member in connection with any proceeding or any settlement of any proceeding to which such Director, officer or Member may be a party or in which such Director, officer or Member may become involved by reason of his or her being or having been a Director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he or she is a Director or officer or is



serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of such Director's, officer's or Member's duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. In the event a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provided in this Article may be withheld and in that event may not be available to said Director or officer in the sole determination of the Board of Directors. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE XI  
Bylaws

The Bylaws of the Association shall initially be made and adopted by its first Board of Directors, and thereafter may be altered, amended or rescinded in the manner provided for therein.

ARTICLE XII  
Voting Rights

There shall be no dividends paid to any of the Members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event that there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses and obligations of the Association. The Association may pay compensation in a reasonable amount to its Members, Directors and officers for services rendered, may confer benefits upon its Members in conforming with its purposes, and upon dissolution or final liquidation, may make distributions to its Members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income. The Association shall not issue shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of classes of Members and their voting rights shall be upon such terms and conditions as provided for in the Declaration and the Association's Bylaws.

ARTICLE XIII  
Termination

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (%) of the total number of votes outstanding in each Class of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the

Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created and the storm water management system shall be transferred to a local government or another appropriate organization. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the Members as appurtenances (if real property or any interest therein) to the Members' Lots, subject to any and all applicable liens and encumbrances and restrictions of record.

In the event of dissolution, the assets of the Association shall be turned over to a nonprofit association with similar purposes or a public body.

ARTICLE XIV  
Amendment

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the following methods:

A. The following process:

1. The Board shall adopt a resolution setting the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected hereby shall be given to each Member within the time and in the manner provided in the Association's Bylaws for the giving of notice of meetings of Members.

3. At such meeting, a vote of the Members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (%) of the total votes outstanding in each Class membership. Any number of amendments may be submitted to the Members and voted upon by them at one meeting; or

B. The Members may amend these Articles by an affirmative vote of two-thirds (%) of the total votes outstanding in each Class membership, at a meeting for which the required notice of the meeting and the proposed amendment has been given without action by the Board; or

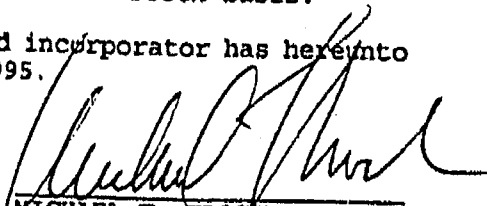
C. An amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Articles be adopted.

A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

ARTICLE XV

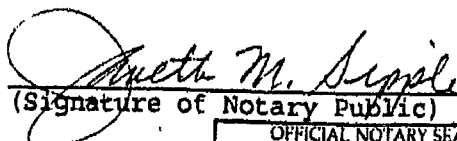
This corporation is organized under a non-stock basis.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 3rd day of August, 1995.

  
MICHAEL T. TROCKE  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of August, 1995, by MICHAEL T. TROCKE, an individual, who is personally known to me.

  
(Signature of Notary Public)

OFFICIAL NOTARY SEAL  
JANETH MSIPPLE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC437560  
MY COMMISSION EXP. FEB. 7, 1999

(Print, Type or Stamp Commissioned Name of Notary Public)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

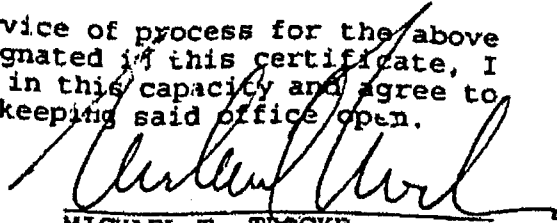
The following is submitted in compliance with Chapter 48.091 and Chapter 617.1507 of the Florida Statutes.

THE PRESERVE AT LAKE THOMA'S HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation has named MICHAEL T. TROCKE, at 101 East Kennedy Boulevard, Suite 2500, Tampa, Florida 33602, as its agent to accept service of process within this State.

OR BK 8999 PG 2379  
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ACCEPTANCE:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

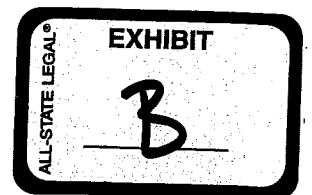


MICHAEL T. TROCKE  
Registered Agent

FILED  
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TALLAHASSEE, FLORIDA

BYLAWS  
OF  
THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not for Profit Under the Laws  
of the State of Florida



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BYLAWS

OF

THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not for Profit Under the Laws  
of the State of Florida

ARTICLE I  
IDENTITY

OR BK 8999 PG 2382  
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SECTION 1. These are the Bylaws of THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit, under the laws of the State of Florida, hereinafter called "Association". The Association has been organized, among other purposes, for the purpose of administering the operation and management of the Declaration of Easements, Covenants, Conditions and Restrictions for THE PRESERVE AT LAKE THOMAS, hereinafter called the "Declaration" upon the property which is legally described in Exhibit "A" attached hereto.

SECTION 2. The initial office of the Association shall be located at 5815 Land O'Lakes Blvd., Land O'Lakes, Florida, or at such place as the Board of Directors may determine, from time to time.

SECTION 3. The fiscal year of the Association shall be the calendar year.

SECTION 4. The seal of the Association shall bear the name of the Association; the word "Florida"; the words "Corporation Not for Profit", and the year of incorporation.

SECTION 5. For purposes of service of process, the Association shall designate a resident agent or agents, which designation may be changed from time to time, and his or their office shall be an office of the Association for the purpose of service of process.

ARTICLE II  
DEFINITIONS

All words, phrases, names and/or terms used by these Bylaws shall share the same meaning and be used and defined in the Declaration and in Florida General Corporation Act unless expressly defined otherwise in the Declaration or unless the context of these Bylaws requires a modified definition.

ARTICLE III  
MEMBERSHIP, VOTING, QUORUM, PROXIES

SECTION 1. The qualification of Members, the manner of their admission to membership and termination of such membership, and voting by Members shall be as set forth in the Articles of Incorporation of the Association and the Declaration which are incorporated herein by reference.

SECTION 2. A quorum at Members' meeting shall consist of persons, present in person or by proxy, entitled to cast a majority (more than 50%) of the votes of each class of Members.

SECTION 3. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting(s) designated thereon and must be filed with the Secretary before the appointed time of the meeting.

SECTION 4. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these Bylaws, the Declaration, or where the same may otherwise be required by law, the affirmative vote of a majority of the membership votes represented at any duly called meeting at which a quorum is present shall be binding upon the Members.

SECTION 5. The joinder of a Member in the action of a meeting by signing and concurring in the Minutes of that meeting shall constitute the presence of such Member for the purpose of determining a quorum.

ARTICLE IV  
ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

SECTION 1. The first meeting of the membership (which will be a special meeting unless the date thereof, as herein below provided, coincides with the date of the annual meeting, also provided herein below) will be held when Developer, as defined in the Declaration, relinquishes its control of the Association, as herein provided. Thereafter, the annual Members' meeting shall be held at the office of the Association on the same date, for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the Members. If the date for the annual meeting is a legal holiday, the meeting will be held at the same hour the next following day which is not a legal holiday.

SECTION 2. Special Members' meetings shall be held whenever called by the President or Vice-President, or by a majority of the Board of Directors and must be called by such Officers upon receipt of a written request from Members of the Association owning not less than one-third (1/3) of the Lots and must be called by such Officers upon receipt of a written request from the Developer as long as the Developer holds for sale in the ordinary course of



business any Lot in a subdivision or phase operated by the Association.

SECTION 3. Notice of all Members' meetings, regular or special, shall be given by the President or Vice-President, or Secretary of the Association, or other Officer of the Association in the absence of such Officer as to each Member, unless waived in writing; and such notice shall be written or printed and shall state the time and place and object for which the meeting is called.

Such notice shall be given to each Member not less than ten (10) days nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each Member within said time. If presented personally, receipt of such notice shall be signed by the Member, indicating the date on which said notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the Member at his post office address as it appears on the records of the Association, the postage thereon paid. Proof of such mailing shall be given by the affidavit of the person giving the notice.

Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member.

If any Members meeting cannot be held because a quorum has not attended, or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, whatever the latter percentage of attendance may be required, as set forth in the Articles of Incorporation, these Bylaws, or the Declaration, the Members who are present, whether in person or by proxy, may adjourn the meeting from time to time until a quorum or the required percentage of attendance, if greater than a quorum, is present.

SECTION 4. At the meetings of membership, the President shall preside, or in his absence, the Vice President shall preside, or in the absence of both, the membership shall elect a chairman.

SECTION 5. The order of business at Annual Members' Meetings and as far as practical, at all other Members' meetings shall be as follows:

- (a) Call of the roll and certifying of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of Minutes;

- (d) Reports of Officers;
- (e) Reports of Committees;
- (f) Appointment by Chairman of Inspectors of election;
- (g) Election of Directors;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment.

SECTION 6. Notwithstanding anything contained herein, until the earlier of, (1) 75% of the Lots are deeded to homeowners; (2) January 1, 2003; or, (3) Developer voluntarily elects to terminate its control of the Association, (any of these events referred to as "relinquishment of control of the Association by Developer") the proceedings of any and all meetings of Members of the Association shall have no effect, unless expressly approved in writing by the Board of Directors.

#### ARTICLE V DIRECTORS

SECTION 1. The affairs of the Association shall be managed by a Board of not less than three (3) or more than five (5) Directors, the exact number to be determined by the membership from time to time.

SECTION 2. Election of Directors shall be conducted in the following manner:

(a) Election of Directors shall be held at the first membership meeting and at the annual Members' meeting thereafter.

(b) A nominating committee of five (5) Members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual Members' meeting. The committee shall nominate not more than nine (9) candidates. Other nominations may be made from the floor.

(c) The election shall be by written ballot (unless dispensed by majority vote) and by a majority of the votes cast, each person voting being entitled to cast as many votes as there are Directors to be elected, provided, however, there shall be no cumulative voting and each Member may not cast more than one (1) vote for any person nominated as a Director.

(d) Vacancies in the Board of Directors occurring between annual meetings of Members shall be filled by the remaining Directors except as to vacancies occasioned by removal of Directors by Members.

(e) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership, at a special meeting of the Members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the Members of the Association at the same meeting.

(f) Notwithstanding anything to the contrary herein contained, until the earlier of, (1) 75% of the Lots are deeded to homeowners; (2) January 1, 2003; or, (3) Developer voluntarily elects to terminate its control of the Association, the first Directors of the Association shall continue to serve, and in the event of vacancies, the remaining Directors shall fill any such vacancies, the there are no remaining Directors, the vacancies shall be filled by the Developer (the Board of Directors thus constituted being herein referred to as the "Initial Board"); provided, however, that so long as Developer shall own one (1) or more Lots, it shall have the continuing right to designate one (1) Member of the Board of Directors, notwithstanding the fact that the Developer may have, theretofore, relinquished control of the Association as herein provided.

SECTION 3. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director in writing personally or by mail, at least three (3) days prior to the day named for such meeting.

SECTION 4. Special meetings of the Directors may be called by the President and must be called by the Secretary, at the written request of a majority of the Directors. Not less than five (5) days notice of the meeting shall be given to each Director in writing personally or by mail, or telegraph, which notice shall state the time, place and purpose of the meeting.

SECTION 5. Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed to be equivalent to the giving of notice.

SECTION 6. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the board of Directors, except where approval by a greater number of Directors is required by the Declaration, the Articles of Incorporation, or these Bylaws.

SECTION 7. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting, from time to time, until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

SECTION 8. The joinder of a Director in the action of a meeting by signing and concurring in the Minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum. All meetings of the Board shall be open to Members and notice of such meetings shall be posted conspicuously not less than forty-eight (48) hours prior to the time of the meeting, except in case of any emergency.

SECTION 9. The presiding officer of Directors' meetings shall be the President; and if absent, the Vice President shall preside. In the absence of such presiding officer, the Directors present shall designate one of their number to preside at such meeting.

SECTION 10. Directors' fees, if any, shall be determined by the Members of the Association.

SECTION 11. All of the powers and duties of the Association existing under the Declaration, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, representatives appointed by the Board, its agents, contractors or employees, subject to approval by the Members only when such approval is specifically required by appropriate documents, subject always to the power of the Board of Directors to delegate its duties and functions to a managing agent or firm.

Notwithstanding those powers heretofore specifically set forth in the Declaration or Articles of Incorporation, or these Bylaws, the Board shall also have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations.

(b) Suspend the voting rights and the right to the use of the common areas, if any, of any Member during any period in which such Member is in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for an infraction of published rules and regulations;

(c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by

the Declaration, Articles of Incorporation, or by other provisions of these Bylaws.

(d) Declare the office of a board member to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors.

(e) Employ a manager, independent contractor, and such other employees as deemed necessary and to prescribe their duties.

(f) Perform all acts necessary for the operation of the club facility for members thereof.

SECTION 12. The Board of Directors shall have the duty to:

(a) Cause a complete record to be kept of all of its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting, or at any special meeting at which such a statement is requested by one third (1/3) of the Members entitled to vote.

(b) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed.

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

(1) Fix the amount of the annual assessment at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every owner at least thirty (30) days in advance of each annual assessment period;

(3) Foreclose the lien against any property for any assessments which are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates.

(e) Procure and maintain adequate liability and hazard insurance on all property owned by the Association.

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

(g) Cause the Common Areas to be maintained.

(h) Promulgate and enforce the rules and regulations of the Association.

SECTION 15. The undertakings and contracts authorized by the Initial Board shall be binding on the Association in the same manner as though such undertakings and contracts had been authorized by the first Board of Directors duly elected by the membership after Developer has relinquished control of the Association.

SECTION 16. The Board of Directors may from time to time adopt or amend previously adopted administrative rules and regulations. A copy of the rules and regulations adopted from time to time herein provided shall be furnished to each Lot Owner.

SECTION 17. The Board of Directors may from time to time adopt or amend previously adopted rules and regulations governing and restricting the use and maintenance of the Lots, provided, however, that a copy of such rules and regulations, prior to the time same become effective, shall be furnished to each Lot Owner.

SECTION 18. In the event of any conflict between the rules and regulations adopted, or from time to time amended, and the Declaration, the latter shall prevail. If any unreconciled conflict should exist or hereafter arise with respect to the interpretation of these Bylaws as between these Bylaws and the Declaration, the provisions of said Declaration shall prevail.

#### ARTICLE VI OFFICERS

SECTION 1. The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The offices of Vice President, Secretary and Treasurer may be held by the same individual. The Board of Directors may appoint an Assistant-Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. The Board of Directors may also create committees and appoint Members of the created committees to assist them in making determinations as to any issue which may come before the Board of Directors.

SECTION 2. The officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

SECTION 3. Upon the affirmative vote of a majority of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purposes.

SECTION 4. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the President of an Association, including, but not limited to: seeing that orders and resolutions of the Board are carried out; co-signing all checks and promissory notes; signing all leases, mortgages, deeds and other instruments; appointing committees from among the Members from time to time, as he may, in his discretion, deem appropriate; and assisting in the conduct of the affairs of the Association.

SECTION 5. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

SECTION 6. The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all of the duties incident to the office of the Secretary of an Association and as may be required by the Directors or the President. All minutes of the Association shall be open to inspection by Owners and Board members at all reasonable times. The Assistant Secretary, if such a position exists, shall perform the duties of the Secretary when the Secretary is absent, or any Treasurer alternatively may perform these duties.

SECTION 7. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

#### ARTICLE VII COMMITTEES

The Board shall appoint an Architectural Control Committee as provided in the Declaration, and a Nominating Committee, as provided in Article V of these Bylaws. In addition, the Board may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE VIII  
FINANCES AND ASSESSMENTS

SECTION 1. The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by such officer or officers of the Association as may be designated by the Board of Directors. Obligations of the Association shall be signed by at least two (2) officers of the Association.

SECTION 2. The Board of Directors shall determine whether to bond the Treasurer and all officers who are authorized to sign checks, and all officers and employees of the Association, and if bonded, the amount of such bond shall be determined by the Board of Directors.

SECTION 3. The Association shall be on a calendar year basis beginning with the calendar year in which the Declaration is recorded in the Public Records of Hillsborough County, Florida. Notwithstanding the foregoing, the Board of Directors is authorized to change to a fiscal year in accordance with the provisions and regulations from time to time described by the Internal Revenue Code of the United States of America, at such time as the Board of Directors deems it advisable. Notwithstanding the foregoing, the Board of Directors may not change the calendar year for the Association, as hereinbefore provided, without the approval of all the members of the Board of Directors that are elected or designated by the Developer.

SECTION 4.

(a) The Board of Directors of the Association shall fix and determine from time to time the sum or sums necessary and adequate to pay for the expenses of the Association. The Association expenses shall include those expenses as set forth in the Declaration, including the cost of carrying out the powers and duties of the Association, and such other expenses as are determined by the Board of Directors and as provided in the Declaration. The Board of Directors is specifically empowered on behalf of the Association, to make and collect assessments subject to the provisions hereof and of the Declaration. Funds for the payment of Association expenses shall be assessed against the Lots on an equal basis unless otherwise provided in the Declaration. Said assessments shall be payable in advance on a monthly, bimonthly, or quarterly basis, as determined by the Board of Directors, and shall be due on the first day of the applicable period in advance, unless otherwise ordered by the Board of Directors. Special assessments, should such be required by the Board of Directors, shall be levied in the same manner as hereinbefore provided for regular assessments and shall be payable in the



manner determined by the Board of Directors, in accordance with the provisions of the Declaration.

(b) When the Board of Directors has determined the amount of any assessments, the Treasurer of the Association shall mail or present to each Lot Owner a statement of his Lot assessment. All assessments shall be payable to the Treasurer of the Association and, upon request, said Treasurer shall give a receipt for each payment made to him.

(c) The Board of Directors shall adopt an operating budget for the calendar year pursuant to the Declaration.

SECTION 5. All sums collected by the Association from assessments may be commingled in a single fund or divided into more than one fund as determined by the Board of Directors of the Association. All assessment payments by a Lot Owner shall be applied as to interest, delinquencies, costs, late charges, and attorney's fees, other charges, expenses, and advances, as provided herein and in the Declaration, and general or special assessments, in such manner and amounts as the Board of Directors determines in its sole discretion.

SECTION 6. Nothing herein contained shall be construed as restricting the right of the Board, at any time and in its sole discretion, to levy any additional assessment in the event the budget originally adopted shall appear to be insufficient to pay costs and expenses for operation and management, or in the event of an emergency.

#### ARTICLE IX AMENDMENTS

Amendments to these Bylaws shall be proposed and adopted in the following manner:

SECTION 1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

SECTION 2. A resolution adopting a proposed amendment may be proposed by either the Board or by the Members. Board Members and Members of the Association not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. These Bylaws may be amended, at a regular or special meeting of Members, by an affirmative vote of two-thirds (%) of those present in person or by proxy.

SECTION 3. HUD/VA has the right to veto amendments while there is a Class B membership.

SECTION 4. Section 6 of Article IV and Section 2(f) of Article V cannot be amended without the express written consent of the Developer.

ARTICLE X  
ACQUISITION OF LOTS

At any foreclosure sale of a Lot the Board of Directors may, with the authorization and approval of Voting Members casting not less than a majority of the total votes of the members present at any regular or special meeting of the members wherein said matter is voted upon, acquire, in the name of the Association, or its designee, a Lot being foreclosed. The term "foreclosure", as used in this Section, shall mean and include any foreclosure of any lien, including the Association's lien for assessments. The power of the Board of Directors to acquire a Lot at any foreclosure sale shall never be interpreted as any requirement or obligation on the part of the said Board of Directors or of the Association to do so at any foreclosure sale, provisions hereof being permissive in nature and for the purpose of setting forth the power of the Board of Directors to do so should the requisite approval of the Voting Members be obtained. The Board of Directors shall not be required to obtain the approval of a Lot Owner at the foreclosure sale of a Lot due to the foreclosure of the Association's lien for assessments under the provisions of the Declaration of Restrictions, notwithstanding the sums of the Board of Directors determines to bid at such foreclosure sale.

ARTICLE XI  
CONFLICTS

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

\_\_\_\_\_  
Secretary

Approved:

\_\_\_\_\_  
President

**AMENDMENT TO THE BY-LAWS  
FOR THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**

THE FOLLOWING AMENDMENT was made the 14<sup>th</sup> day of December, 2006, by **THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation, herein referred to as the "Association", whose mailing address is c/o The Trowbridge Company, Inc.; P.O. Box 273708; Tampa, Florida 33688

WITNESSETH:

WHEREAS, **THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**, is an Active Florida corporation, and

WHEREAS, to amend the By-Laws, Article IX Section 2 requires an affirmative vote of two thirds (2/3) of the members; and

WHEREAS, at its meeting held on the 14<sup>th</sup> day of December, 2006, where the requisite number of votes were obtained to pass the following amendment.

NOW, THEREFORE, the Association hereby amends its By-Laws as follows:

1. The recitals set forth above are true and correct and are incorporated herein by reference.
2. By-Laws Article V Section 2(a) Directors is amended to read as follows (~~deletions are struck through, new items are underlined~~):

Section 2. Election of Directors shall be conducted in the following manner:

(a) ~~Election of Directors shall be held at the first membership meeting and at the annual Members' meeting thereafter. Effective at the annual Members' meeting for 2007, election of Directors shall be held at~~  
the annual Members' meeting with two (2) positions elected for two (2) years and the remaining  
open position(s) for one year.

THE REMAINDER OF THIS SECTION SHALL REMAIN UNCHANGED.

IN WITNESS WHEREOF, the undersigned corporation has caused this Amendment to the By-Laws to be executed by its duly authorized officers and affixed its corporate seal as of the day and year first written below. This amendment shall take effect on the 14<sup>th</sup> day of December, 2006.

Signed, sealed and delivered  
CORPORATION,  
in the presence of:

William Hoover  
Printed Name: WILLIAM HOOVER

Manny Mendez  
Printed Name: MANNY MENDEZ

William Hoover  
Printed Name: WILLIAM HOOVER

Kimberly Colborne  
Printed Name: KIMBERLY COLBORNE

By: [Signature]  
Printed Name: ANDRE S. FELDMAN  
President

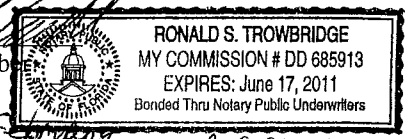
By: [Signature]  
Printed Name: DICKENS AUBOURN  
Secretary

STATE OF FLORIDA  
COUNTY OF PASCO



The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of ~~January~~ <sup>February</sup>, 2008, by ANDRE S. FERDMAN as President, of **THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**, on behalf of the corporation. They are personally known to me.

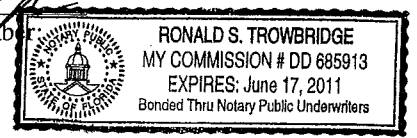
Notary [Signature]  
Name and Commission Number



STATE OF FLORIDA  
COUNTY OF PASCO

AUBURG The foregoing instrument was acknowledged before me this \_\_\_\_ day of ~~January~~ <sup>February</sup>, 2008, by DICKENS as Secretary, of **THE PRESERVE AT LAKE THOMAS HOMEOWNERS' ASSOCIATION, INC.**, on behalf of the corporation. They are personally known to me.

Notary [Signature]  
Name and Commission Number



Prepared by and return to:  
Antonio Duarte, III; 6221 Land o' Lakes Blvd.; Land o' Lakes, Florida 34638