

BYLAWS OF
CHASE'S RIDGE HOMEOWNERS ASSOCIATION OF SANTA ROSA, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE ONE. OFFICES

Section One. Principal Office. The principal office of this corporation in the State of Florida shall be located at 977 Vestavia Way, in the City of Gulf Breeze, County of Santa Rosa, until the first regular meeting of the membership following election of officers, at which time the residence of the then president shall serve as the principal office, or such other place as may be determined by vote of the mebership.

Section Two. Other Offices. The corporation may have such other offices, either within or without the County of Santa Rosa, State of Florida, as the board of directors may from time to time determine.

ARTICLE TWO. MEMBERSHIP

Section One. Classes of Membership. The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Section Two. Qualifications. Any individual or organization that pays the dues as provided below and that agrees to be bound by the articles of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

Section Three. Admission to Membership. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

Section Four. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section Five. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section Six. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within 10

days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE THREE. CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board. Such certificates shall be signed by the president or vice president or by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

Section Two. Issuance of Certificates. If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a certificate shall be issued in the name of and delivered to the new member by the secretary.

ARTICLE FOUR. MEMBERSHIP FEES AND DUES

Section One. Initiation Fee and Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section Two. Payment of Fees and Dues. Dues shall be payable monthly in advance. Dues of new members shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the corporation, and shall be payable, together with any initiation fee with the time the new member is elected to membership.

Section Three. Default and Termination of Membership. When any member shall be in default in the payment of fees or dues for a period of 2 months from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the board of directors.

ARTICLE FIVE. MEETINGS OF MEMBERS

Section One. Annual Meeting. An annual meeting of members shall be held at 6:30 PM [time], on the first Monday in July in each year, beginning with the year 1998, at Tiger Point Country Club, or at such other place or places as the board of directors may designate from time to time by resolution. Appropriate for consideration at such meetings shall be the election of directors, and such other corporate business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of

Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for an annual meeting, or at any adjournment of such a meeting, the board of directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section Two. Special Meetings. Special meetings of members may be called by the president, the board of directors, or not less than one-twentieth of such members as may be qualified to vote.

Section Three. Place of Meeting. The board of directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be Tiger Point Country Club, Gulf Breeze, Florida. However, if all members shall meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Four. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than 60 days before the date of such meeting, by or at the direction of the president, secretary, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing and must be mailed at least 30 days before the date of the meeting.

Section Six. Quorum. Members holding ten per cent (10%) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section Five. Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect thereto.

Section Seven. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid after 11 months from its date of execution unless otherwise provided in the proxy.

Section Eight. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine.

Section Nine. Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights.

Section Ten. Cumulative Voting. At any election for directors of this corporation, each and every member entitled to vote may cumulate that member's vote and give one candidate a number of votes equal to the number of directors to be elected, or each member may distribute that member's votes among as many candidates for director as the member thinks proper.

The candidates for director receiving the highest number of votes up to the number of directors to be elected, will be deemed to be elected.

ARTICLE SIX. DIRECTORS

Section One. Number. The authorized number of directors of this corporation shall be three (3).

Section Two. Qualifications of Directors. Directors must be members of the corporation and must be an owner of a unit in Chases Ridge.

Section Three. Term of Office. The directors named in the articles of incorporation as the first board of directors shall hold office until Monday, July 21, 1997, when an election of directors shall be held. Thereafter, the term of office of each director shall be one year, until the next annual meeting of members following the director's election and until the qualification of a successor in office.

Section Four. Powers. (a) Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Section Five. Replacement of Directors. (a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within 15 days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the corporation or at law.

Section Six. Compensation. No member of the board of directors shall receive any

compensation from the corporation.

Section Seven. Meetings. (a) Meetings shall be held at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) Regular meetings shall be held as soon as convenient after the first annual meeting of members, in which case the meeting shall be held as may be prescribed by the board of directors. Notice of such meetings shall be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than 10, nor more than 60 days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by at least two members of the board of directors, call a special meeting of the board. In such event, 3 days written notice to each director shall be deemed sufficient.

(d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(f) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section Eight. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Nine. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SEVEN. OFFICERS

Section One. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents (as shall be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

(a) Shall preside at all meetings of members and of directors;

(b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

(c) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him by the president or by the board of directors.

Section Seven. Treasurer. If so required by the board of directors, the treasurer shall:

(a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(c) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation;

(d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If so required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

ARTICLE EIGHT. COMMITTEES

Section One. Executive Committees. By majority vote of the directors in office, the board of directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that the designation of and delegation of authority to such committees shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or by law.

Section Two. Finance Committee. The matter of controlling, managing, investing, and disposing of the property of this corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a finance committee which shall consist of not less than three directors, who shall be elected by a majority of the board of directors.

Section Three. Other Committees. Other committees not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Except as may be provided by resolution, members of committees shall be members of the corporation, and shall be appointed by the president. Any member may be removed by the president, whenever in the judgment of the president the interests of the corporation would be best served by such removal.

Section Four. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section Five. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section Six. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

Section Seven. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Eight. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE NINE. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The board of directors or an executive committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the board or committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice president of the corporation.

ARTICLE TEN. MISCELLANEOUS

Section One. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three. Corporate Seal. The board of directors shall provide a corporate seal.

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN. AMENDMENTS

Section One. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote or by a majority of the members present at a meeting called for that purpose

Section Two. Power of Directors to Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.