

APPROVED 2/27/03 *[Signature]*

**EAGLES LANDING of WINTER HAVEN HOMEOWNERS'
ASSOCIATION, INC.**

BY-LAWS

ARTICLE I - BOARD OF DIRECTORS

1.1 The Board of Directors shall be composed of five (5) Directors. It shall consist of a President, Secretary, Treasurer, and two members-at-large. These officers will be determined by the Board of Directors.

1.2 The term of an elected Director shall be for two years. Each year two (2) or, on alternate years, three (3) shall be elected at the annual meeting by all members present and those absent voting by proxy. The new term shall commence immediately following the annual meeting.

1.3 At the annual meeting there shall be one vote for each property that is regularly assessed and in good standing. Proxy ballots will be distributed only to those persons who have been designated by written and signed proxies that have been delivered to the Association's secretary prior to the annual meeting.

1.4 The Board of Directors shall act as the nominating committee for each succeeding Board of Directors. Additional names may be entered into nomination at the annual meeting by any member of the Association as long as previous consent is obtained from the nominee.

1.5 In cases where there are more than two(2) nominees for two(2) positions, or more than three(3) nominees for three(3) positions, balloting shall be secret with those receiving the largest totals becoming the new Directors. Members will vote for not more than the number of new Directors required. Tie votes will be decided by run-off secret ballot election.

1.6 The Board of Directors shall meet at least five times per year, preferably in January, March, April, September and November in addition to the annual meeting in February. Additional meetings of the Board of Directors may be called by the President or any two board members, or by written request to the President of five(5) or more members.

1.7 The Board of Directors shall be charged with the responsibility of overseeing the affairs of the Association as specified in the Covenants, the By-Laws and the Articles of Incorporation. The Board of Directors may appoint any person or committee to oversee any aspect of affairs pertaining to Eagles Landing of Winter Haven Homeowners' Association. Such persons or committees shall report to the Board of Directors.

ARTICLE II - ANNUAL MEETING

2.1 The annual meeting shall be held in the month of February at a time and place determined by the Board of Directors. Notice of the annual meeting shall be given to members at least 10 days in advance of the meeting.

2.2 At the annual meeting the Board of Directors shall make a report to the members of the "state" of the Association and advise members of future plans.

ARTICLE III - ASSESSMENTS

3.1 At the annual meeting, a review of assessments shall be made and a determination for the forthcoming year shall be presented to the membership by the Board of Directors.

3.2 Assessments shall be paid in advance on a quarterly basis. Checks should be made to Eagles Landing Homeowners Association and sent directly to the Treasurer of the Association.

3.3 The Board of Directors is charged with the responsibility of budgeting for, and maintaining, a reserve fund.

ARTICLE IV - AMENDING BY-LAWS

4.1 The By-Laws may be amended at a regular or special meeting of the Association by a vote of 66 2/3% of the members, either present and voting in person, or by proxy.

ARTICLE V - REGULATIONS

5.1 No noxious or offensive activities on any property will be tolerated, nor will the production of excessive noise.

5.2 No animals of any kind shall be raised, bred or kept on any property with the exception of domestic pets. Owners are responsible for the behavior of their animals at all times, including cleaning up after them. Nuisance dog barking will not be tolerated.

5.3 No operable aircraft shall be stored, nor any aircraft operations conducted on private property by anyone. This does not prohibit kit or hobby construction in a private workshop.

5.4 No aircraft, boat, trailer, recreational vehicle, motorcycle, unused motor vehicle or other similar machine, or parts thereof, may be stored outside on any property for more than seven (7) days except a recreational vehicle and/or boat may be parked temporarily in front of, beside, or behind a residence for purposes of loading, unloading, cleaning, or housing guests for a period not to exceed seven (7) consecutive days.

5.5 All rubbish, trash, garbage or other waste material shall be kept in sanitary containers located in appropriate areas, or temporarily stored in accordance with city waste collection practices.

5.6 Signs displayed to public view on any property should be unobtrusive and in good taste.