

BY-LAWS

OF

THE BAY HILL PROPERTY OWNER'S ASSOCIATION, INC.

(A Florida Corporation Not for Profit)

(With amendments through November 7, 2005)

ARTICLE I

Name

The name of the Corporation is THE BAY HILL PROPERTY OWNER'S ASSOCIATION, INC. Which shall hereinafter in these By-Laws is referred to as the Corporation.

ARTICLE II

Time and Place of Meetings

1. An Annual Meeting of the members of the Corporation shall be held during the month of November for the purposes of electing at least two (2) members of the Board of Directors and for the transaction of such other business as may come before the meeting. Special meetings of the members may be called by the Board of Directors.
2. Unless other wise determined by the Board of Directors, all meetings of the members and the Board of Directors shall be held in that vicinity of Orange County, Florida called Dr. Phillips, which shall be principal locale at which the activities of the Corporation shall be conducted.
3. All communications to be directed to the Corporation shall be addressed to 7575 Dr. Phillips Blvd., Orlando, Florida 32819, or at such other address in the locale of Dr. Phillips as the Board of Directors may from time to time designate.

ARTICLE III

Admission to Membership

1. Any record title holder to a lot in the Bay Hill area (and the record holder's spouse), as set forth in Article IV.A. of the Articles of Incorporation, or the record holder's legal representative, shall become a member in the Corporation and be entitled to exercise one vote per lot owned.

2. Any person owning real property immediately contiguous to the Bay Hill area may become a member provided the property in question be approved by the general membership and a legal agreement is signed stating that the admission to membership includes the same rights as those outlined in Article IV.A. Of the Articles of Incorporation.

ARTICLE IV

Dues Assessments and Members in Good Standing

1. The members of the Corporation shall pay annual membership dues as necessary to provide funds adequate to achieve the Corporation's purpose in such amounts as necessary to meet the budget approved by the membership at the annual membership meeting.
2. In addition to the annual membership dues, the Board of Directors may assess the members of the Corporation on an annual basis or a special basis, as necessary, to acquire funds that may become necessary of the provision of extraordinary services to the members or to cover extraordinary expenses of the Corporation. Without limiting the general scope of the foregoing, such assessments may be levied to provide for security patrols, security programs and personnel, to enhance the general safety of the members of the Corporation, and to acquire funds necessary for repairs of corporate assets or for making capital improvements.
3. A member is in good standing if the member's dues and assessments for each and all lots owned by the member have been paid for the current year in which business is being conducted by the Corporation. Only members in good standing shall be entitled to vote at any meeting of the Corporation or otherwise regarding the Corporation's affairs.
4. A monthly service charge (assessment) of 1 ½ percent will be applied on all unpaid dues and assessments beginning 30 days after billing. This monthly service charge will be computed at an annual percentage rate of 18 percent.
5. The Board of Directors shall provide each member of the Corporation a copy of the ensuing year's budget in November of each year.
6. The Board of Directors shall provide each member of the Corporation a financial report each quarter year.

ARTICLE V

Notice

1. Written or printed notice stating the place, date and hour of any special meeting other than Annual Meeting of the Corporation or the Board of Directors, shall be delivered, either personally or by mail to each voting member, not less than five (5) nor more than twenty (20) days before the date of such meeting, by or at the direction of the Board of Directors of the Corporation. In case of special meeting or when required by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the Corporation, with postage thereon prepaid.
2. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a simple majority of the members in good standing.

ARTICLE VI

Proxies

A member who is unable to attend any meeting of the corporate membership may submit the member's proxy vote to the President or vice President of the Corporation. Such proxy must be in writing, specifying the officer to whom the proxy is given, the date of the proxy and signed by the member in the presence of a witness. Any member in attendance at a meeting of the Corporation must first revoke his proxy should such have been previously submitted before he shall be entitled to vote in person. Proxies may not be submitted to members other than the President or the Vice President shall be required to vote proxies in accordance with the proxy giver's instructions and may not vote them in any other manner unless specific permission or instructions to do so have been granted in writing.

ARTICLE VII

Committees

1. The Board of Directors may appoint committees as in its discretion may be required for the management of the Corporation.
2. Prior to the Annual Meeting, The Board of Directors shall appoint a three-member Nominating Committee composed of members of the Corporation whose function shall be to submit candidates for election to the Board of Directors as provided in article VII of the Articles of Incorporation.

ARTICLE VIII
Board of Directors

1. The affairs of the Corporation shall be managed by a Board of Directors composed of seven (7) members of the Corporation who shall be elected by the members of the Corporation at the annual meetings of the Corporation.
2. Each of the Directors elected by the members of the Corporation shall serve a three-year term of office. However, if at any annual meeting of the Corporation more than two (2) Directors are elected, then the terms of the Directors so elected may be set by the members as one, two, or three years, as necessary to cause the terms of two (2) Directors to expire each year and the terms of three (3) Directors to expire every third year. If the Corporation fails to elect a new Director upon the expiration of a prior Director's term of office, then that prior Director's term of office shall be automatically extended until the Corporation elects a new Director as a replacement.
3. The Board of Directors shall meet not less than six (6) times per year.
4. Special meetings of the Board of Directors may be held at any time and at any place within or without the State of Florida by a four-sevenths (4/7) consent of the Directors.
5. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each Director at such Director's address as shown by the records of the Corporation. If mailed, such notice shall deem to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. A Director may waive notice of meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice of waiver of any meeting.
6. Any vacancy occurring in the Board of Directors shall be filled the by the remaining Directors who shall elect a Director to fill the vacancy. A Director elected by the Board to fill a vacancy shall serve until the next

regular meeting of the members, at which time a special election shall be held to fill the vacancy.

ARTICLE IX Officers

1. The Board of Directors shall each year elect from among its membership a President, Vice-President and a Secretary-Treasurer who shall serve as the officers of the Corporation.
2. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby.
3. The President shall be the principal executive officer in this Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. The President may sign with the Treasurer or any other proper official of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, leases or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by the laws of Florida to some other officer or agent of the Corporation; and in general, he shall perform the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
4. The Vice President shall perform such other duties as from time to time are assigned to him by the President or by the Board of Directors, and shall preside over meetings of the Directors and of the Corporation in the absence of the President.
5. The Secretary-Treasurer shall have charge of and be responsible for all funds and securities of the Corporation, keep a current record of all members who are current in the payment of dues and assessments, receive and give receipts for monies due to the Corporation, deposit Corporation monies in accounts established therefore by the Board of Directors. The Secretary-Treasurer shall also be responsible for producing financial reports on at least a quarterly basis as well as a year-end report of distribution to the members of the Corporation. The Secretary-Treasurer shall serve with bond. It shall also be the Secretary-Treasurer's responsibility to make contact with a Certified Public Accountant for the

purpose of filing a tax return with the Internal Revenue Service (IRS) by March 15th of each year.

ARTICLE X
Compensation

No Director or officer of the Corporation shall receive directly or indirectly any salary or compensation from the Corporation.

ARTICLE XI
Quorums

1. Twenty percent (20%) of the members of the Corporation entitled to vote shall constitute a quorum at a meeting of the members. The Quorum may be present in person and/or by proxy.
2. After a quorum has been established at a meeting of the members, the subsequent withdrawal of members (reducing the number of attending members entitled to vote below the number required for a quorum) shall not affect the validity of any action taken at the meeting or any adjournment thereof.
3. A quorum for the purpose of conducting meetings of the Board of Directors shall be four members of the Board of Directors.

ARTICLE XII
Seal

The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year of incorporation.

ARTICLE XIII
Checks

All checks, demands for money, and notes of the Corporation shall be signed by two officers or Directors of the Corporation who have been authorized to do so by the Board of Directors.

ARTICLE XIV
Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XV
Amendments

These By-Laws or any of them, may be altered, amended or repealed by any Annual Meeting of the members of the Corporation by affirmative vote of a majority of the members present in person or by proxy, provided at least five days' written notice is given to members of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting. The Articles of Incorporation of the Corporation may be altered or amended as provided in the Articles of Incorporation, or as provided in Chapter 617.017, Florida Statutes.