

BY-LAWS OF
HEATHROW LAKES MAINTENANCE ASSOCIATION, INC.

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

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to HEATHROW LAKES MAINTENANCE ASSOCIATION, INC., a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 2. "Lot" shall mean and refer to a Lot as defined in the Declaration described in the Articles of Incorporation of the Association (the "Articles of Incorporation").

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 4. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article III, Section 1 of the Articles of Incorporation.

Section 5. "Voting Member" shall mean and refer to all those Voting Members as described in the Articles of Incorporation.

Section 6. All other definitions from the Declaration of Covenants for Heathrow Lakes (the "Declaration") described in the Articles of Incorporation are incorporated herein by this reference.

ARTICLE II

LOCATION

Section 1. Until changed, the principal office of the Association shall be located at 120 International Business Parkway, Suite 248, Heathrow, Florida 32746.

ARTICLE III

MEMBERSHIP

Section 1. The membership of the Association is as set forth in Article III, Section 1 of the Articles of Incorporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The directors of the Association shall be nominated and elected, or designated, as specified in the Articles of Incorporation and hereinbelow. The directors may not be compensated by the Association for their services as such.

The procedure for the election of Directors shall be: to the extent that a Voting Member does not simply designate a Director by written notice to the Association (as in the case with the Class B Member), the president of the Association shall call a meeting of the Voting Members, who shall hold a meeting in accordance with Roberts Rules of Order (latest edition) and shall nominate as many candidates for Director as they deem appropriate. Upon the closing of such nominations, each Voting Member shall cast his allocated number of votes for as many nominees as there are directorships to be filled and the nominee(s) receiving the highest aggregate number(s) of the votes of all participating Voting Members shall be elected to the applicable Board of Directors' seat(s).

Section 2. The first meeting of the duly elected Board of Directors, for the purposes of organization, shall be held immediately after the annual meeting of the Voting Members, provided the majority of the members of the Board of Directors elected be present. Any action taken at such meeting shall be by a majority of the whole Board of Directors. If the majority of the directors elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of the Members upon three (3) days notice in writing to each member of the Board of Directors elected, stating the time, place and object of such meeting.

Section 3. Regular meetings of the Board of Directors may be held at any place or places within Broward County, Florida, on such days and at such hours as the Board of Directors may, by resolution, designate.

Section 4. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 5. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held any place or places within Broward County, Florida, and at any time.

Section 6. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two (2) members of the Board to each member of the Board of Directors not less than three (3) days by mail, or one (1) day by telephone or telegraph,

prior to the meeting. Special meetings of the directors may also be held at any place and time without notice by unanimous waiver of notice by all the directors, or the Board of Directors may also take action without a meeting by written instrument signed by all the directors.

Section 7. The directors shall have the absolute right to resign at any time and the remaining directors in office shall then fill the vacancies, provided that if all directors resign, a special meeting of the Voting Members shall be called as soon as possible for the purpose of electing new directors and the resignations of such directors shall not be effective until such election is held and new directors are elected, except that if no meeting is held or no directors are elected after two (2) attempts to call and hold such meeting, the resignations shall become effective simultaneously with the date and time of the scheduled second meeting, whether held or not or whether new directors are elected. Notwithstanding the foregoing, the Class B Voting Member shall have the sole power and authority to remove and replace directors designated by it.

ARTICLE V

OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board of Directors.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The President shall also serve as the representative of the Members for the purpose of casting their votes in all Master Association matters, but may give a proxy to another person to do do as permitted by the Master Association.

The Board of Directors shall elect at least one (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, any Vice President shall perform the duties and exercise the powers of the President.

The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of directors.

Section 3. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI

MEETINGS OF VOTING MEMBERS

Section 1. The regular annual meeting of the Voting Members shall be held once each year on such date and at such time and place as shall be determined by the Board of Directors, provided that an annual meeting shall be held within thirteen (13) months of the prior one.

Section 2. Special meetings of the Voting Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two (2) or more Class A members of the Board of Directors, or upon written request of the Voting Members who have a right to vote forty percent (40%) of all the votes of the entire Class A membership.

Section 3. Notice may be given to the Voting Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the corporation. Each Voting Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least six (6) days in advance of the meeting (unless a different length of time is provided for elsewhere in these By-Laws, the Articles of Incorporation or the Declaration) and shall set forth the general nature of the business to be transacted, provided however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Notice of specific meetings may be waived before or after the meeting and the attendance of any Voting Member shall constitute such Voting Member's waiver of notice of such meeting, except when his attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

Section 4. The presence in person or by proxy at the meeting of the Voting Members entitled to cast a majority of the votes of the membership shall constitute a quorum for any action governed by these By-Laws, provided that the persons in attendance at a meeting at which a quorum has not been attained may vote to adjourn the meeting until a time at which a quorum can be reached.

Section 5. Proxies of Members for elections of Neighborhood Committees must be in writing and signed by all record Owners of a Lot or the person designated in a voting certificate signed by all such Owners as the person authorized to cast the vote attributable to such Lot. Proxies may not be given by Voting Members but, rather, may only be used where applicable laws, if any, require meeting of Members in general.

Section 6. Meetings shall be governed by Roberts Rules of Order (latest edition) to the extent not inconsistent with these By-Laws, the Articles of Incorporation or the Declaration.

Section 7. Whenever these By-Laws or the Articles of Incorporation or Declaration require or permit a meeting of the Members in a Neighborhood, such meeting shall be conducted in the fullest possible compliance with the Articles of Incorporation and these By-Laws (with an officer of the Association to chair and certify any results of the meeting and the Members in the Neighborhood to act and vote as do Voting Members hereunder). Notwithstanding the foregoing, any provisions of the Declaration, Articles of Incorporation or these By-Laws which specifically address meetings of a Neighborhood's Members shall supercede and control over the foregoing general procedures.

ARTICLE VII

NEIGHBORHOOD AND OTHER COMMITTEES

In addition to any general committees of the Association the Board of Directors may elect to create from time to time, there shall be a five (5) member committee elected by and for the Class A Members in each Neighborhood. The members of such neighborhood committee shall initially be elected by the Class A Members in the particular Neighborhood when and as the Board of Directors determines that there is a sufficient number of Class A Members in the Neighborhood to justify the creation of a Neighborhood Committee, except as to condominiums and cooperatives, which shall come into existence as provided by law and whose Board of Directors shall be the Neighborhood Committees for their respective Neighborhoods. This initial meeting of the Class A Members for such purpose shall be chaired by an officer of the Association and generally conducted as provided in Article VI, Section 7, above. The persons receiving the five (5) highest number of votes shall be elected and shall serve one (1) year terms (but may succeed themselves) or until their successors are duly elected and have qualified. In the event a committee member resigns, or otherwise ceases to serve as such, prior to the expiration of his term, the

remaining members shall elect a replacement member for the remaining portion of the unexpired term. A Neighborhood Committee consisting of a condominium or cooperative Board of Directors shall be elected and otherwise governed per its own By-Laws rather than this Article.

In addition to the initial meeting of the Members in a Neighborhood provided for above, the president of the Association shall, each year, call a meeting of the Members in each Neighborhood. Such meeting shall be held upon not less than thirty (30) days' prior written notice and on a date not less than sixty (60) days prior to the Association's annual meeting. At such meeting, which shall be chaired by the president or vice president of the Association, the Members shall elect their neighborhood committee in the manner provided for above and such committee shall then meet within fifteen (15) days to elect the Neighborhood's Voting Member for the succeeding period, also in the manner provided for in Article VI, Section 7 above.

A Neighborhood Committee shall have no power or authority in its own right (except for the operation of a condominium or cooperative, where applicable) other than to elect the Neighborhood's Voting Member, but may act in an advisory capacity or perform such other functions as may be assigned to it by the Board of Directors.

The Board of Directors may also appoint an Architectural Control Board when and as provided in the Declaration.

ARTICLE VIII

BOOKS AND PAPERS; FINANCIAL MATTERS

Section 1. The books, records, financial statements and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member of the Association.

Section 2. The fiscal year of the Association shall be the calendar year, the operating budget therefor to be adopted at least sixty (60) days prior to the commencement thereof (provided that the failure to do so shall not impair the validity or enforceability of the assessments to be levied thereunder).

Section 3. At least twenty (20) days prior to the effective date of any change in the amount of assessments, the Association shall send written notice of the new assessment amount and the due date(s) thereof to each Member.

Section 4. Within a reasonable amount of time after the end of the Association's fiscal year, the Association shall prepare, or cause to be prepared, financial statements for the Association showing its actual receipts and expenditures for the previous

twelve (12) months in the classifications provided in the budget for such period. Such statements need not be audited or reviewed by a Certified Public Accountant.

ARTICLE IX

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Voting Members, by a majority of the votes available to be cast by the Voting Members in attendance (with the Class B Voting to vote as a Class A Voting Member) provided that the notice to the Voting Members of the meeting discloses the information that the amendment of the By-Laws is to be considered; provided further, however, that the provisions which are governed by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration referred to herein may not be amended except as provided in such Declaration.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

WE HEREBY CERTIFY that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of the Association on the ____ day of _____, 19__.



PRESIDENT

SECRETARY