



CFN:2000102036

OR Book/Page: 4,172 / 0091

BYLAWS
OF
HAMPTON PARK FACILITIES ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of the corporation is HAMPTON PARK FACILITIES ASSOCIATION, INC., hereinafter referred to as "the Association".

Section 2. Location. The principal office of the Association shall be located at 555 Winderley Place, Suite 420, Maitland, FL 32751, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

1. "Articles" shall mean the Articles of Incorporation of HAMPTON PARK FACILITIES ASSOCIATION, INC., a Florida corporation not-for-profit.

2. "Association" shall mean and refer to HAMPTON PARK FACILITIES ASSOCIATION, INC., a Florida not for profit corporation, its successors and assigns.

3. "Board" shall mean the Board of Directors of the Association.

4. "Bylaws" shall mean the Bylaws of the Association.

5. "Declarant" shall mean and refer to PULTE HOME CORPORATION, a Michigan corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from Declarant for the purpose of development, and provided such rights, in whole or in part, are assigned in writing to such successors and assigns.

6. "Declaration" shall mean and refer to the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF HAMPTON PARK FACILITIES recorded in the Office of the Clerk of the Circuit Court of Brevard County, Florida, the terms of which are incorporated herein by reference.

7. "Members" shall mean and refer to those persons entitled to membership in the Association provided in the Declaration.

Exhibit "D"

8. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Unit which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

9. "Property" or "Properties" shall mean and refer to that certain real property described in the Declaration.

10. "Voting Member" shall mean the owner authorized to cast the vote for a Lot or Unit as set forth in the Declaration.

All other terms used herein and defined in the Declaration shall have the definition set forth in the Declaration.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the same month of each year thereafter, on such day and at such time as may be directed by the Board of Directors from time to time. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Voting Members.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Members' address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of either or both classes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at such

meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented by proxy.

Section 5. Proxies. At all meetings of Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable.

Section 6. Place. All members Meetings shall be held within the State of Florida as may be directed by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors. Directors need not be Members of the Association. The Members, by majority vote at which a quorum is present at an annual or special meeting, may increase the number of Directors to any odd number up to nine (9); however, there shall never be less than three (3) Directors.

Section 2. Term of Office. The initial Board of Directors designated in the Articles of Incorporation shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the Members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year. A Director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve. Provided that so long as there is a Class B member Declarant shall have the right to name Directors.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of both classes of membership. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor, providing that so long as there is a Class B membership Declarant shall have the right to name successor Directors

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.



Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the effect as though taken at a meeting of the Directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot unless unanimously waived by the Voting Members present at the meeting. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as the Board may from time to time establish at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.



ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote; and

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

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be Members of the Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period,

have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and ~~shall co-sign all checks and promissory notes~~ and may affix the corporate seal as may be required on any document.

(b) Vice President: The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it, if the President does not, on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented



IN WITNESS WHEREOF, we, being all of the Directors of HAMPTON PARK FACILITIES ASSOCIATION, INC., have hereunto set our hands this 23rd day of May, 2000.

Charlie O'Sullivan
Charlie O'Sullivan, Director

Steve Rosser
Steve Rosser, Director

Judith K. Duncan
Judith Duncan, Director

CERTIFICATION

I, Judith Duncan, do hereby certify that:

I am the duly elected and acting Secretary of HAMPTON PARK FACILITIES ASSOCIATION, INC., a Florida corporation not for profit, and,

The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 23rd day of May, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23rd day of May, 2000.

Judith K. Duncan
Judith Duncan, Secretary

(CORPORATE SEAL)



CFN:2000102036

OR Book/Page: 4172 / 0099

HISTORY OF BYLAWS

The initial Bylaws of HAMPTON PARK FACILITIES ASSOCIATION, INC., were first adopted on May 23, 2000. All Amendments made subsequent to said date are listed below:

AMENDMENTS

<u>CHANGE</u> <u>NUMBER</u>	<u>DATE OF</u> <u>ADOPTION</u>	<u>BY WHOM</u> <u>ADOPTED</u>	<u>SECTIONS</u> <u>AMENDED</u>
--------------------------------	-----------------------------------	----------------------------------	-----------------------------------

3/23/00 1:34 PM
36263. 100543
#180143v1




CFN:2000102036

OR Book/Page: 4172 / 0100

TO BE ADDED AT A FUTURE DATE

EXHIBIT "E"

Prepared by and return to:
Julius J. Zschau, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 33756


CFN:2000121711 06-28-2000 02:49 pm
OR Book/Page: 4184 / 0986

Sandy Crawford
Clerk Of Courts, Brevard County
#Pgs: 2 #Names: 2
Trust: 1.50 Rec: 9.00 Serv: 3.00
Deed: 0.00 Excise: 0.00
Mtg: 0.00 Int Tax: 0.00

**AMENDMENT TO BYLAWS OF
HAMPTON PARK FACILITIES ASSOCIATION, INC.**

THIS AMENDMENT TO BYLAWS is made this 21st day of June, 2000, by HAMPTON PARK FACILITIES ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

WITNESSETH:

WHEREAS, the members of the Association wish to amend Article XIII of the Bylaws to change the amendatory provisions (the "Amendment"); and

WHEREAS, the Amendment was approved at a meeting of the members by the assent of a majority of the Voting Members, pursuant to Article XIII, Section 1, of the Bylaws on June 21st, 2000;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. The recitals set forth above are true and correct and are incorporated herein by reference.

2. Article XIII of the Bylaws is hereby amended to read as follows:

Section 1. These Bylaws may be amended from time to time, at a regular or special meeting of the Directors, by a majority vote of the Directors.

Section 2. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration. HUD/VA, for so long as there is a Class B membership, shall have the right to veto amendments to these Bylaws.

IN WITNESS WHEREOF, the Association has caused this Amendment to Bylaws to be executed by its officers the day and year first above written.

WITNESSES:

Melissa Theodoropoulos
Print Name: Melissa Theodoropoulos

Judith L. Duncan
Print Name: Judith L. Duncan

HAMPTON PARK FACILITIES
ASSOCIATION, INC.

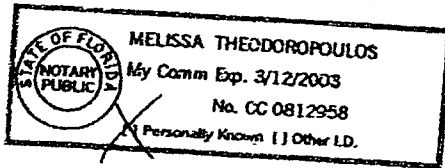
By: Charlie O'Sullivan
Charlie O'Sullivan
President

(Corporate Seal)

STATE OF FLORIDA)

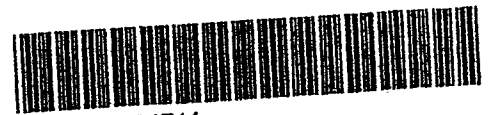
COUNTY OF Orange)

The foregoing instrument was acknowledged before me this 21 day of June, 2000, by CHARLIE O'SULLIVAN, as President of HAMPTON PARK FACILITIES ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He [is personally known to me] [has produced a Florida drivers license as identification].



Melissa Theodoropoulos
Notary Public
Print Name: _____
My commission expires: 3/12/2003

36263.100543
6/19/00 8:43 PM
#216074v1



CFN:2000121711
OR Book/Page: 4184 / 0987

STATE OF FLORIDA, COUNTY OF BREVARD
I HERESY CERTIFY that the foregoing is a true
copy of the original filed in this office.



