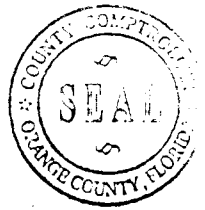


STATE OF FLORIDA - COUNTY OF ORANGE
I HEREBY CERTIFY that this is a copy of
the document as recorded in this office.
MARTHA O. HAYNE, COUNTY COMPTROLLER



By: August, D.C.

DATED: 8/30/00

A F F I D A V I T

Orange Co FL 2000-0368586
08302000 02:24:56pm
OR Bk 6077 Pg 4063
Rec 51.00

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Robert C. Barrett who being duly sworn deposes and says:

1. I am over the age of 18 years.
2. I am a duly licensed attorney practicing in the State of Florida and a member in good standing of the Florida Bar. My Florida Bar License Number is 0260037.
3. On September 4, 1990, I signed the By-Laws of the WillowWood Homeowners' Association, Inc., a copy of which is attached hereto.
4. On that date, I personally witnessed Gloria H. Ericksen, David Rusnak, Eric Reinhardt and Fredric Holland, all of whom were personally known to me, sign the aforementioned By-Laws.

FURTHER AFFIANT SAYETH NOT.

Robert Barrett

Sworn to (or affirmed) and subscribed before me this 28th day of August, 2000 by Robert C. Barrett.



Eileen Diane Meyer
MY COMMISSION # CC864344 EXPIRES
October 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

Eileen Diane Meyer
Notary Public

BY-LAWS

WILLOWWOOD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I. DEFINITIONS

Section 1. "Association" shall mean and refer to the WILLOWWOOD HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit organized and existing under Chapter 617, Florida Statutes, as amended.

Section 2. "The Properties" shall mean and refer to all Subject Property as defined in the Declaration of Covenants and Restrictions recorded in Official Records Book 3513, Page 2137, Public Records of Orange County, Florida (the "Original Declaration") and additions thereto, as are subject to the Original or any Supplemental Declaration.

Section 3. "Common Property" shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of The Properties, with the exception of the Common Property. The word Lot shall also include the Living Unit located thereon when a house has been constructed on the Lot.

Section 5. "Living Unit" shall mean and refer to any portion of a building or a single family structure situated upon The Properties designed and intended for use and occupancy as a residence of a single family.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Properties but, notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

ARTICLE II. MEMBERSHIP

Section 1. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon the Lot against which such assessments are made as provided by Article VI of the Original Declaration and, in accordance with Article V of these By-Laws, such Supplemental Declarations of Covenants and Restrictions as may be recorded from time to time concerning additions to The Properties.

Section 3. The membership rights of any person whose interest in the Properties is subject to assessments under Article II, Section 2, whether or not he is personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period when the assessments remain unpaid; but upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of any person thereon, as provided in Article VIII, Section 1, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE III. VOTING RIGHTS

Section 1. Members shall be all those Owners defined in Article II, Section 1. Members shall be entitled to **one vote for each Living Unit** in which they hold the interest required for membership by Article II. When more than one person holds such interest or interests in any Living Unit, all such persons shall be Members, and the vote for such Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Living Unit.

ARTICLE IV. PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Property and facilities as provided by Article IV, of the original Declaration.

Section 2. Any Member may delegate his rights and enjoyment in the Common Property to the members of his family who reside upon The Properties or to any of his tenants. Such Member shall notify the Secretary in writing of the name of any such person and of the relationship of the Member to such person. The rights and privileges of such person are subject to suspension under Article II, Section 3, to the same extent as those of the owner.

ARTICLE V. ASSOCIATION PURPOSES AND POWERS

Section 1. The purpose for which the Association is organized is to promote the recreation, health, safety, and welfare of the residents within The Properties, and such additions thereto as maybe hereafter be brought within the jurisdiction of this Association by annexation.

Section 2. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and the Association shall make no distributions of income to its Members, directors or officers.

Section 3. Additions to The Properties may be made only in accordance with provisions of the Original Declaration and any Supplemental Declarations. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such properties. Where the applicable covenants require that certain additions be approved by this Association, such

approval shall have the assent of a majority of the votes of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance setting forth the purpose of the meeting.

Section 4. The Association shall have power to mortgage the Common Property only as authorized under the recorded covenants and restrictions applicable to The Properties.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The affairs of this Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than seven (7) Directors; provided, however, the Board shall consist of an odd number.

Section 2. Vacancies in the Board of Directors shall be filled by the remaining director(s), any such appointed director to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

ARTICLE VII. ELECTION OF DIRECTORS: NOMINATING AND ELECTION COMMITTEES

Section 1. Election to the Board of Directors shall be by written ballot as hereinafter provided.

Section 2. Nominations for election to the Board of Directors shall be made by a nominating committee which shall be one of the Standing Committees of the Association.

Section 3. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two 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 until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

Section 4. 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 as the committee in its discretion shall determine. Nomination shall be placed on a written ballot as provided in Section 5 and shall be made in advance for the time fixed in Section 5 for the mailing of such ballots to Members.

Section 5. The written ballot shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for the return (which shall be a date not later than the day before the annual meeting or special meeting called for the elections).

Section 6. Each member shall receive as many ballots as he has votes. Notwithstanding that a Member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that because of the verification procedures of Section 7, the inclusion of more than one ballot in any one "Ballot Envelope" shall disqualify the return. Such "Ballot Envelope" shall be placed in another sealed envelope which shall bear on its face the name and signature and Lot number of the Member or his proxy, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote presented in the "Ballot Envelope" contained therein. The ballots shall be returned to the Secretary at the following address: Willowood Homeowners' Association, P.O. Box 1529, Windermere, Fl., 34786.

Section 7. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting in which the elections are to be held. On that day the external envelopes containing the "Ballot Envelopes" shall be turned over, unopened, to an Election Committee which shall consist of five (5) Members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall: (a) establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the outside envelope containing them; and (b) ensure that the signature of the Member or his proxy on the outside envelope is genuine; and (c) ensure that if the vote is by proxy that a proxy has been filed with the Secretary as provided in Article XIII, Section 2, and that such proxy is valid. Such procedure shall be followed as to ensure that the vote of any Member or his proxy shall not be disclosed to anyone, including members of the Election Committee.

The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot Envelopes" and the counting of the votes. If any "Ballot Envelope" is found to contain more than one "Ballot" all ballots in such envelope shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the outside envelopes shall be destroyed.

ARTICLE VIII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

a. Call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of the requisite number of voting membership, as provided in Article XII, Section 2.

b. appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may

deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever.

c. establish, levy and assess, and collect the assessments or charges referred to in Article II, Section 3.

d. adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon.

e. exercise for the Association all powers, duties and authority vested in or delegated to the Association.

f. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may in its discretion, by action taken at the meeting during which said third absence occurs or at any subsequent consecutive meeting where said member of the Board of Directors shall still be absent, declare the office of said absent Director to be vacant.

Section 2. 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 the requisite number of voting membership, as provided in Article XII, Section 2.

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

c. as more fully provided in Article VI of the Original Declaration or any Supplemental Declaration, applicable to the Properties:

1. to fix the amount of the annual assessment against each Lot for each assessment period at least thirty (30) days in advance of such date of period and, at the same time;

2. to prepare a roster of the Properties and assessments applicable thereto which shall be open to inspection by any Member, and, at the same time;

3. to send written notice of each assessment to every Owner subject thereto;

4. to issue, or to cause to an appropriate officer to issue upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE IX. MEETINGS OF DIRECTORS

Section 1. A regular meeting of the Board of Directors shall be held each month provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting, or waive the requirement to hold a meeting if there is no business needed to be

conducted at a meeting. Notice of such regular meeting is hereby dispensed with.

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

Section 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to a holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum thereof.

Section 5. Any action required to be taken at a meeting of the Directors of the Association, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the Directors or of all members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE X. OFFICERS

Section 1 The officers shall be a President, a Secretary, and a Treasurer. The President shall be a member of the Board of Directors. The Board of Directors may choose such additional officers as it shall deem appropriate.

Section 2. The officers shall be chosen by the majority of the Board of Directors.

Section 3. All of the officers shall hold office during the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out and shall sign all notes, leases, mortgages, deeds and other written instruments. The President shall also sign checks for the payment of Association bills whenever the Treasurer is unable.

Section 5. The Vice-President, or Vice Presidents, if chosen shall perform all duties of the President in the event of his absence.

Section 6. The Secretary, if not an actual member of the Board of Directors, shall be ex officio Secretary to the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book

kept for that purpose the names of all Members of the Association together with their addresses as registered by such Members.

Section 7. The Treasurer shall receive and deposit in an appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board. The Treasurer or President shall sign all checks and notes of the Association.

Section 8. The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by the Audit Committee appointed by the Board of Directors for the specific purpose of auditing the books at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement which shall be presented to the membership at its regular annual meeting by the Treasurer.

ARTICLE XI. COMMITTEES

Section 1. The Standing Committees of the Association shall be: the Nominations Committee, the Recreation Committee, the Maintenance Committee, the Architectural Review Board, the Publicity/Newsletter Committee, the Audit Committee and the Neighborhood Watch Committee.

Unless otherwise provided herein, each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors for Board contact. Committees shall be appointed by the Board of Directors within thirty (30) days of the annual meeting to serve until the next committee is appointed following the next annual meeting. The Board of Directors may appoint such other committees as it deems desirable, or disband any standing committee deemed not necessary.

Section 2. The Nominations Committee shall have the duties and functions described in Article VII.

Section 3. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Property of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 5. The Architectural Review Board shall be formed and have the duties and functions described in Article VII, of the Original Declaration and any Supplemental Declaration applicable to The Properties. It shall watch for any proposals, programs or activities which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 6. The Publicity/Newsletter Committee shall inform the

Members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

Section 7. The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8. The Treasurer shall be an ex officio member of the committee.

Section 8. With the exception of the Nominations Committee and the Architectural Review Board (but then only as to those functions that are governed by Article VII, Original Declaration and the Supplemental Declarations), each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 9. It shall be the duty of each committee to receive complaints from Members about any matter involving Association function, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented. The Board of Directors has overall responsibility for action of the committees and can change and/or reverse any action taken by a committee if the Board of Directors considers such action to not be in the best interest of the Association and the Members.

ARTICLE XII. MEETING OF MEMBERS

Section 1. The regular annual meeting of the membership shall be held on the third (3rd) Tuesday of September at seven thirty PM (7:30pm). If the day for the annual meeting of the Members shall fall upon a holiday, the meeting shall be held on the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, and a special meeting shall be called upon written request of the Members who have a right to vote one-fourth ($\frac{1}{4}$) of all of the votes of the entire membership.

Section 3. Notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally, or by sending a copy of the notice through the mails, postage thereon fully prepaid to his address appearing on the books of the corporation. Each 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 at least six (6) days in advance of the meeting and shall set forth in general the nature of the business of any meeting that shall involve an election governed by Article VII or any action governed by the Articles of Incorporation or by the original Declaration or any Supplemental Declaration applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by these the Original Declaration or any Supplemental Declarations shall require a quorum as therein provided.

ARTICLE XIII. PROXIES

Section 1. At all Association meetings of Members, each Member shall vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his home.

ARTICLE XIV. BOOKS AND PAPERS

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

ARTICLE XV. CORPORATE SEAL

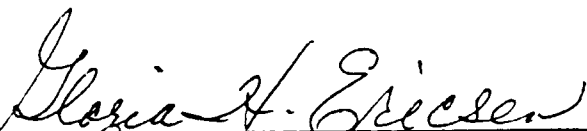
Section 1. The Association shall have a seal consisting of two concentric circles with the words "Willowwood Homeowners' Association, Inc." between the circles.

ARTICLE XVI. AMENDMENTS

Section 1. These By-Laws may be amended at any regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Original Declaration, or any Supplemental Declaration, applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

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

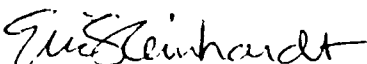
IN WITNESS WHEREOF, we, being all Directors of the WILLOWWOOD HOMEOWNERS' ASSOCIATION, INC., have hereunto set our hands this 4th day of September, 1990.





GLORIA H. ERICSEN



DAVID RUSNAK



ERIC REINHARDT

ROBERT BARRETT



FREDRIC HOLLAND