

State of Florida



Department of State

I certify from the records of this office that DEER PATH PROPERTY OWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on January 24, 2000 .

The document number of this corporation is N00000000595.

I further certify that said corporation has paid all fees due this office through December 31, 2001, that its most recent annual report/uniform business report was filed on January 23, 2001, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.



CR2EO22 (1-99)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of January, 2001

Katherine Harris

Katherine Harris
Secretary of State



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2001

DEER PATH PROPERTY OWNERS ASSOCIATION, INC.
PO BOX 4288
OCALA, FL 34478-4288

SUBJECT: DEER PATH PROPERTY OWNERS ASSOCIATION, INC.
DOCUMENT NUMBER: N00000000595

In compliance with the request on your 2001 Annual Report/Uniform Business Report, the certificate of status for the subject corporation is enclosed.

Should you have any questions regarding this matter, please telephone (850) 488-9000.

Division of Corporations

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of DEER PATH PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, filed on January 24, 2000, as shown by the records of this office.

The document number of this corporation is N00000000595.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirty-first day of January, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

OF

DEER PATH PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes, Part I, Corporation Not-for-Profit, generally, and do certify as follows:

I-NAME

The name of this corporation shall be DEER PATH PROPERTY OWNERS ASSOCIATION, INC.; for convenience, the corporation shall be herein referred to as the "Corporation" whose present address is 207 N. Magnolia Avenue, Ocala, Florida 34475.

II-PURPOSE

a. The purpose for which the corporation is organized, is for the operation and management of a homeowners association for the subdivision known as Deer Path Phase I.

b. The general purposes for which this corporation is formed is to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of the subdivision known as Deer Path, Phase I, in accordance with the terms, provisions, conditions and authorizations contained in the Declaration of Covenants (the "Declaration") which is recorded in the public records of Marion

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MARION COUNTY CLERK
TALLAHASSEE, FLORIDA

County, Florida.

III-POWERS

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Covenants.

2. The corporation shall have all of the powers of non-profit corporations, and shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the Corporation.
- B. To maintain and own real and personal property.
- C. To enforce by legal means the provisions of the Covenants the Bylaws and such Rules and Regulations as it may find necessary to promulgate.

IV-MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. Membership shall be established by the submission of a signed application form in such manner as may be determined by a

vote of the Board of Trustees as a requirement for membership. The Owners of each lot in the subdivision shall automatically be a member of the association.

2. On all matters as to which the membership shall be entitled to vote, as hereinafter provided, the owners of each lot shall have one vote which vote shall be exercised in the manner provided by the Bylaws. Each lot shall be entitled to only one vote, even if owned by more than one person.

3. Membership may be terminated for non-conformance to the Bylaws of the Corporation. In the case of such non-conformance a 2/3rds vote of the Board of Trustees, following a hearing at which the member shall be entitled to be present, shall be required for involuntary termination. A member may voluntarily resign at any time.

V-TERM

The term for which this corporation is to exist shall be perpetual.

VI-SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

John C. Trentelman

207 N. Magnolia Avenue
Ocala, Florida 34475

VII-OFFICERS

The affairs of the Association shall be managed by the President of the Corporation, assisted by the Secretary, and if any, by the Vice-President and Treasurer subject to the directions of the Board of Trustees. The Board of Trustees may employ a Managing Agent and other managerial personnel to administer or assist in the administration of the affairs of the Association, and any such person may be so employed without regard to whether such person is a member of the Corporation or a Trustee or Officer of the Corporation.

Election of the officers of the corporation shall be conducted at the annual meeting of the Board of Trustees.

The Board of Trustees shall elect the President, Secretary and Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Trustees shall from time to time determine.

VII-FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board of Trustees are as follows:

President- Barbara S. Murphy

Vice-President - Barbara S. Murphy

Secretary -Kathryn Kaufman

Treasurer-Kathryn Kaufman

IX-BOARD OF TRUSTEES

1. The number of members of the First Board of Trustees shall be three (3). Thereafter, the Board of Trustees may be increased in the manner hereinafter provided in Section 3.

2. The names and street addresses of the personnel who are to serve as the First Board of Trustees are as follows:

Barbara Sue Murphy-P.O. Box 4469, Ocala, FL 34478

Jerry R. Murphy-P.O. Box 4469, Ocala, FL 34478

Kathryn Kaufman-P.O. Box 4469, Ocala, FL 34478

3. Membership of all Boards of Trustees elected subsequent to the First Board of Trustees shall be composed of the following:

The Board of Trustees shall be elected at large from the members in good standing of the corporation. The Board of Trustees shall consist of three (3) Trustees, but the number of Trustees may be increased by an amendment to these Articles.

4. The first election of Trustees shall be held on November 6, 2000. Thereafter the election of Trustees shall take place annually on the first Monday in the month of November each year, beginning November, 2000.

X-INDEMNIFICATION

Every Trustee and every officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or

imposed upon him in connection with the proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Trustee or officer of the Corporation, or any settlement thereof, whether or not he is a Trustee or officer at the time such expenses are incurred, except in such cases wherein the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursements as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee or Officer may be entitled.

XI-BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Trustees and may be altered, amended or rescinded in the manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered, which notice shall be mailed to each member not less than ten days prior to such meeting.

2. A resolution approving a proposed amendment may be proposed by either the Board of Trustees or by the membership of the Corporation, and after being proposed and approved by one of

said bodies, it must be submitted for approval by the other. Such approval shall require the assent of seventy-five (75%) per cent of the members of the Corporation; and such approval shall require the assent of two-thirds (2/3) of the members of the Board of Trustees. A general meeting to consider such a resolution must be called by the President upon his being presented therewith.

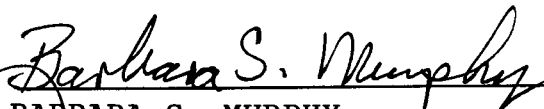
3. No amendment may be made to the Article of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Covenants.

4. A copy of such amendment shall be sent to the office of the Secretary of State of the State of Florida for filing and certification.


XII-REGISTERED AGENT

The initial registered agent for this corporation is JOHN C. TRENTELMAN, and the initial registered office is located at 207 N. Magnolia Avenue, Ocala, Florida 34475.


DATED on January 21, 2000.



BARBARA S. MURPHY



JERRY R. MURPHY



KATHRYN KAUFMAN

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21
day of January, 2000, by BARBARA S. MURPHY,
JERRY R. MURPHY, KATHRYN KAUFMAN,

who ~~is~~/are personally known to me ~~or who has produced~~ ~~xxxxxxxxxxxx~~
~~xxxxxxxxxxxx identification~~ and who ~~did~~/did not take an oath.

Victoria N. McCue

Notary Public, State of Florida



Victoria N. McCue
MY COMMISSION # CC672440 EXPIRES
December 16, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

MY COMMISSION EXPIRES: _____

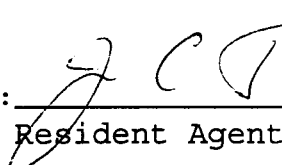
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That **DEER PATH PROPERTY OWNERS ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at City of Ocala, County of Marion, State of Florida, has named **JOHN C. TRENTELMAN**, located at 207 N. Magnolia Avenue (Street address and number of building, Post Office Box address not acceptable), City of Ocala, County of Marion, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Resident Agent

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STATE
TALMADGE
FLORIDA

FILED

BY-LAWS

OF

DEER PATH PROPERTY OWNERS ASSOCIATION

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE 1. OFFICES

The principal office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE 2. MEMBERS

Section 1. Qualifications. Membership is open to all persons over the age of ten (10) years, or any firm or organization, interested in furtherance of the purposes of the Corporation.

Section 2. Manner of Admission. Each application for Voting Member must be sponsored by a Voting Member in good standing and be approved by a majority of Voting Members present at a meeting duly held in order for the applicant to become a Voting Member. The initial Voting Members are those persons designated as subscribers in the Articles of Incorporation. All Non-voting Members must sign a written declaration of intention to support and uphold the purposes of the Corporation. Admission of Non-voting members is effective upon approval of such declaration by a majority of the Board of Directors.

Section 3. Membership Classes. There shall be one class of Membership. Any member of this corporation is subject to renewal for membership hereof, after formal notice by the Board of Directors, upon a 3/4th's vote of the Board of Directors.

Section 4. Annual Meetings. The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held during the first week of September of each year at a time and place designated by the Board of Directors or the President of the Corporation. However, failure

to hold a timely annual meeting shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 5. Special Meetings. Special meetings of Members may be called by the President or by majority of the Board of Directors then in office or by Members holding one-fourth (1/4) or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 7. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail no fewer than seven (7) days nor more than sixty (60) days before the date of the meeting. Notice shall be given, by or at the direction of the President or the Secretary or the persons calling the meeting, to each Member or record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 8. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by a majority of Members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features

of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with Section 607.394, Florida Statutes.

Section 10. Voting Record. If the Corporation has six (6) or more Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 11. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect that validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 12. Votes. Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

Section 13. Proxies. Each Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these By-Laws, and the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. Additionally, the Board shall establish guidelines and procedures.

Section 2. Number, Qualification, Election, and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these By-Laws, but shall never be fewer than three (3) or more than ten (10). The number of Directors may be increased or decreased from time to time by election in accordance with these By-Laws. The Directors must be Members of the Corporation. Directors shall be elected by the Members at the annual meeting of Members for staggered terms so that one-half (1/2) of the Board is elected at each annual meeting and shall serve for two years and until their successors have been elected and qualified.

Section 3. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly and may be held without notice

at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board (if one exists), the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by telegram to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting, either before, during, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the location of such meeting or the manner in which it has been called or convened, except when, at the beginning of the meeting, a Director states any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time until a quorum is present.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or special meeting of Members called for that purpose.

Section 11. Removal. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Members then entitled to vote at an election of Directors. Failure of a Director to attend three (3) consecutive regular meetings shall be cause for removal by the President without a majority vote of the Board of Directors. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the unfilled vacancies shall be filled in accordance with the provisions for vacancies contained in these By-Laws.

Section 12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

ARTICLE 4. OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. Failure to elect a President, Vice President, Secretary or Treasurer shall not affect the existence of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at

its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby. Removal shall be without prejudice to any contract right of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The Chairman of the Board, or the President if there is no Chairman of the Board, shall preside at all meetings of the Board of Directors and the Members and shall set the agendas for such meetings. The President shall appoint the volunteer committee chairman and shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-Laws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Salaries. The salaries of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

ARTICLE 5. VOLUNTEER AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may, by

resolution passed by a majority of the whole Board, designate a Volunteer Committee and one or more other committees.

Section 2. Volunteer Committee. The Volunteer Committee shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Volunteer Committee, such powers of the Board of Directors as can be lawfully delegated by the Board. Members of the Volunteer Committee need not be Members, either Voting or Non-voting, of the Corporation, but the Volunteer Committee Chairman must be a Member of the Corporation.

Section 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated ant to the extent provided in the resolution or resolutions creating such committee or committees.

Section 4. Meetings. Regular meetings of the Volunteer Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Volunteer Committee or such other committees, and special meetings of the Volunteer Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these By-Laws pertaining to notice for Directors' meetings.

Section 5. Vacancies. Vacancies on the Volunteer Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 6. Quorum. At all meetings of the Volunteer Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 7. Manner of Acting. The acts of a majority of the members of the Volunteer Committee or other committees present at any meeting at which there is a quorum shall be the act of such Committee.

Section 8. Minutes. The Volunteer Committee and other committees shall keep regular minutes of their proceedings and report the same

to the Board of Directors when required.

ARTICLE 6. BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The Corporation shall send an annual report to the Members of the Corporation no later than four (4) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records. Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Members, the Corporation shall mail to such Member a copy of the more recent balance sheet and revenue and disbursement of the more recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Florida, shall be kept for a least five (5) years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

ARTICLE 7. NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers without violating this provision.

ARTICLE 8. FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

ARTICLE 9. SEAL

The Corporate seal shall bear the name of the Corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 11. AMENDMENTS

These By-Laws may be altered, amended or replaced and new By-Laws may be adopted by the Board of Directors during a special meeting called for such purpose.

Barbara S. Murphy

President

Date: 1-24-00