

**BYLAWS OF
WINDWARD ESTATES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I: NAME AND LOCATION

The name of the corporation is WINDWARD ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". 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

SECTION 1. "Association" shall mean and refer to WINDWARD ESTATES HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may hereinafter be brought within the jurisdiction of the Association.

SECTION 3. "Greenbelt Areas" shall mean and refer to the Drainage Retention Area off Conway Road designated as Tract A; the entranceway off Gatlin Avenue designated as Tract B and the Landscape Buffer Areas; Tract A shall be dedicated to and maintain by Orange County; Tract B, the Landscape Buffer Areas and the Wall constructed by the Developer on Tract A and along the rear of Lots 1 through 7 and 49 through 52 inclusive, shall be maintained by the Windward Estates Homeowners Association as shown on the plat of Windward Estates, Plat Book 20, Pages 1 and 2, Public Records of Orange County, Florida.

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 roads and Greenbelt Areas.

SECTION 5. "Owner" shall mean and refer to the record Owner whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

SECTION 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court, Orange County, Florida.

SECTION 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III: MEETING OF MEMBERS

SECTION 1. Annual Meetings. Annual meeting of the Members shall be held on the same day of the same month, of each year thereafter. 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.

SECTION 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than thirty (30) days nor more than sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in case of a Special Meeting, the purpose of the meeting.

SECTION 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, thirty percent (30%) of the votes 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 thereat 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.

SECTION 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV: BOARD OF DIRECTORS: SELECTION & TERM OF OFFICE

SECTION 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need to be owners/residents of a property within the Association.

SECTION 2. Term of Office. At each Annual Meeting, the members shall elect each member of the Board of Directors for a term of one (1) year.

SECTION 3. Qualifications of Board Members. All Board Members must not be in arrears in dues payment and must not have a current lien for a violation.

SECTION 4. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

SECTION 5. 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 6. 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 Directors. Any action so approved shall have the same 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 will 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 closing of such Annual Meeting until the close of the next 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.

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. 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 person 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 at such place and hour and as frequently 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 hour on the next day which is not a legal holiday.

SECTION 2. Special Meetings. 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. The Board of Directors shall have the power to:

A. Adopt and publish rules and regulations governing the use of the Greenbelt Areas and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

B. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days from infraction of published rules and regulations.

C. 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.

D. In the event a member of the Board of Directors is absent from THREE (3) consecutive regular meetings of the Board of Directors, such member shall be subject to removal.

E. Employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

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 members who are entitled to vote.

B. Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.

C. As more fully provided in the Declaration to:

1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.

3. Foreclose the lien against any property following the collection process (which starts thirty (30) days after assessments are due) for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

E. Procure and maintain adequate liability and hazard insurance on property owned by the Association.

F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

G. Cause the Greenbelt Areas to be maintained.

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.

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 by 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 any officer he replaces.

SECTION 7. Multiple Offices. The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one 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.

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 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 account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the members at its regular Annual Meeting, and deliver a copy of each to the members.

ARTICLE IX: COMMITTEES

The Association shall appoint an Architectural Review Board as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X: BOOKS AND RECORDS

The Books, records, and papers of the Association shall at all times during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

ARTICLE XI: ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property again which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of each assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Greenbelt Areas or abandonment of his Lot.

ARTICLE XII: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "WINDWARD ESTATES HOMEOWNERS ASSOCIATION, INC. a corporation not for profit".

ARTICLE XIII: AMENDMENTS

In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV: MISCELLANEOUS

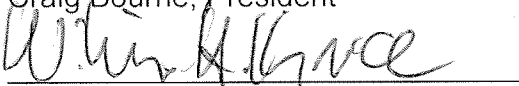
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year except that the first year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the Board of Directors has caused these presents to be executed as of the date and year above mentioned.

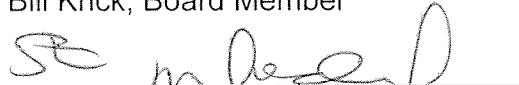
BOARD OF DIRECTORS OF WINDWARD ESTATES HOMEOWNERS ASSOCIATION



Craig Bourne, President




Bill Krick, Board Member



Steve Diedrich, Treasurer



David Luyster, Board Member



Andy Pickering, Board Member

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and in the County aforesaid, to take acknowledgments, personally appears Bill Krick, Steve Diedrich, David Luyster and Andy Pickering, the Board of Directors of Windward Estates Homeowners Association, and that each one acknowledged executing the same in the presence of witnesses freely and voluntarily under authority duly vested in them by said corporation.

IN WITNESS WHEREOF, my hand and official seal in the County and in the State last aforesaid this _____ day of _____, 2010.

Notary Public
My Commission Expires: