

**AMENDED BY-LAWS
OF HIDDEN PINES OF VOLUSIA COUNTY
HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
CORPORATE INFORMATION**

Section 1. The principal place of business of the Corporation is 413 Shorewood Lane, New Smyrna Beach, Florida 32168. The Board of Directors may change the address of the principal place of business and of the registered agent from time to time.

Section 2. This Corporation is a non-profit organization, under the statutes of the State of Florida.

Section 3. The Corporation seal shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words "Corporate Seal" and "corporation not for profit."

Section 4. The fiscal year of the Corporation shall be the calendar year.

Section 5. This Corporation is not a condominium association subject to the Condominium Act. It is an umbrella association having overall management and administration responsibilities for the entire Hidden Pines complex, and particularly the common areas of the complex.

**ARTICLE II
ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the members of the Corporation shall be held in the month of January of each year on the date within such month, and at the place and time as determined by the Board of Directors. At least fifteen days, but not more than thirty days before the date of such annual meeting, the secretary shall advise each member in writing of the date, hour and place of the annual meeting and furnish to each member a roster upon which shall be listed the names of all members in good standing as defined in Article II, Section 5, herein. Notice of such meetings shall be made personally or by mail. If by mail, such notice shall be deemed to be delivered when deposited in the U.S. Post Office, postage prepaid.

Section 2. Order of Business. The following shall be the order of business for conducting all annual meetings of the corporation:

1. Call to order
2. Reading of minutes of last annual meeting

3. Report on members in good standing
4. Report of principal officers
5. Report of permanent committees
6. Old business
7. New business
8. Report of nominating committee
9. Election of directors
10. Adjournment

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President, or by a majority of the Board of Directors or upon written request by twenty-five percent (25%) of members. Once a special meeting is called, the Secretary shall give notice to the members stating the time, place and purpose or purposes of the special meeting. Notice of such meetings shall be made personally or by mail. If by mail, notice shall be deemed to be delivered when deposited in the U. S. Post Office, postage prepaid. No business shall be transacted at such meeting except as stated in the notice. Notice of special meetings shall be provided at least five days in advance of the meeting.

Section 4. Voting. Each member shall be entitled to one vote per lot or dwelling unit within Hidden Pines if said member is in good standing with the Corporation. If title to a lot or dwelling unit is held by more than one natural person, any owner of record may vote in person or by proxy provided that there shall be no more than one vote per lot or dwelling unit. In case of conflict among the owners of the lot or dwelling unit, the vote thereof shall not be counted as to the matter under consideration in which the conflict arose whether the conflict appears by vote in person or by proxy. If the dwelling lot or unit is owned by a corporation or partnership, the president, vice president, partner or other person designated in a written certificate filed with the secretary of the association, may cast the vote for such entity. Such a certificate shall be valid until revoked or superceded by a subsequent certificate. Voting rights shall terminate when the owner no longer owns the lot or dwelling unit in Hidden Pines.

Section 5. Member in Good Standing. Member in good standing as used in these By-Laws shall mean that the member, as defined in the Articles of Incorporation, has paid all assessments to the Corporation that are due and owing as of the time of the determination of his/her status and is in substantial compliance with the Declaration of Easements, Covenants, Conditions and Restrictions regarding Hidden Pines. The Board of Directors shall determine whether a member is in good standing.

Section 6. Majority of Members. As used in these By-Laws, the term majority of members shall mean the majority percent (51%) of the association members in good standing.

Section 7. Quorum. Except as provided otherwise in the By-Laws, the presence of thirty percent (30%) of the total members in good standing at the annual meeting shall

constitute a quorum whether such members are present in person or by proxy.

Section 8. Proxy. Votes may be cast in person or by proxy. A proxy committee may be appointed as provided in these By-Laws. The proxy committee shall be entitled to cast the vote of the member signing the proxy unless the member designates otherwise. The proxy shall be mailed to all persons entitled to vote at least fifteen days but not more than thirty days prior to the meeting. Any member wishing to vote by proxy shall properly execute the proxy and deliver the proxy to the Secretary prior to the meeting. Nothing contained herein shall prohibit a member who rents or leases his property from delivering to his tenant his proxy permitting the tenant to vote on behalf of the member. A copy of such a proxy shall be delivered to the Secretary. A proxy given to a tenant or lessee shall be effective indefinitely until revoked by the member and until notice of the revocation has been delivered to the Secretary. A proxy to a tenant or lessee terminates automatically if the lessee is no longer in legal possession of the property.

Section 9. Adjourned Meetings. If any meeting of members fails to have a quorum present, the members who are present in person or by proxy shall adjourn the meeting to a time and place certain.

Section 10. Waiver of Notice. A member may waive notice of any annual or special meeting by a document signed by them to that effect. The waiver shall be filed with the Secretary either before, at, or after the meeting for which the waiver is given. As to mailing of notices to members, a certificate signed by the Secretary that the notices were mailed shall constitute proof of mailing.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The business of this Corporation shall be managed by the Board of Directors. The board shall consist of at least five members in good standing and shall always be composed of an odd number of directors. The members of the Board of Directors are required to be members of the Corporation.

Section 2. Powers and Duties. The board shall be vested with all the powers and duties necessary for administration of the Corporation, granted herein or authorized by statute or common law, and may do all such acts as are by law or by these By-Laws directed to be done by the members. The Board of Directors shall fulfill and perform every function designated for the board in the Declaration of Hidden Pines except as the same may be proscribed by law.

Section 3. Other Duties. In addition to other duties imposed by these By-Laws, the Board of Directors shall be responsible for care, upkeep and surveillance of the common areas, all landscaped areas lying within the road right-of-ways and pedestrian/bicycle

easements; collection of all assessments from members and setting the assessments; adopting and enforcing rules and regulations as may be necessary regarding the use of the common areas, recreational facilities and pedestrian/bicycle easements which are subject to the use of all members.

Section 4. Election of Directors. Directors shall be elected by the vote of a majority of members as defined in these By-Laws cast at the annual meeting of the members and shall hold office until the next annual meeting (unless removed as provided herein) and the election and qualification of their successors. There shall be no cumulative voting. Nothing contained herein shall prohibit the creation at an annual member meeting, of classes of directorship to develop staggered terms for directors. The nominating committee shall report its nominees to the members for action and further names may be placed in nomination by any member during the meeting.

Section 5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director in accordance with these By-Laws shall be filled by the majority vote of the remaining directors even though they may constitute less than a quorum. Any person so elected shall serve as a director until a successor is elected and qualified at the next annual meeting of the Corporation.

Section 6. Removal of Directors. At any duly called meeting, any one or more directors may be removed with or without cause by a vote of a majority of members as defined herein, said members voting either in person or by proxy and a successor to each removed director may then and there be elected to fill any vacancy thus created for the balance of that director's term. Any director whose removal has been proposed shall be given a reasonable opportunity to be heard at the meeting.

Section 7. Quorum of Directors. Majority of the members of the Board of Directors present at a meeting of the board shall constitute a quorum for conducting the affairs and business of the Corporation. The acts of a majority of directors present at a meeting shall bind all directors. A quorum of the Board of Directors may adjourn a meeting and conduct any business at a subsequent continuation of the adjourned meeting which might have been transacted at the meeting as originally called without further notice.

Section 8. Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within ten days of election at such time and place as shall be fixed by the directors at the annual meeting of members. No notice shall be necessary to the newly elected directors in order to constitute the organizational meeting providing a quorum is present.

Section 9. Regular Meetings. Regular meetings of the board may be held at such time and place as shall from time to time be determined by a majority of the directors but at least two such meetings shall be held each fiscal year. Notice shall state the date, hour and place of the meeting. Notice of regular meetings shall be given by the Secretary to

each director in person, by telephone, by e-mail, or by U.S. Mail at least seven days prior to the day named for the meeting. If by U.S. Mail, such notice shall be deemed to be delivered when deposited in the U.S. Post Office, postage prepaid.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President or on the written request of at least two directors. Notice of the special meeting shall be given by the Secretary to each director in person, by e-mail or U.S. Mail, at least three days prior to the date for the meeting. If by U.S. Mail, such notice shall be deemed to be delivered when deposited in the U.S. Post Office, postage prepaid. Notice shall state the date, hour, place and purpose or purposes of the special meeting.

Section 11. Waiver of Notice. Before, during, or after any meeting of the Board of Directors, any director may in writing waive notice of such meeting and such a waiver shall be equivalent to the giving of a required notice. Attendance by a director at any meeting of the board shall be a waiver of any notice requirement of that meeting or any continuation thereof. If all directors are present at any meeting of the board, all notice requirements are waived to that meeting and any continuation thereof and any business may be transacted at such meeting.

ARTICLE IV **OFFICERS**

Section 1. Designation. Principal officers of the Corporation shall be President, Vice President of Planning and Community Relations, Vice President of Maintenance, Secretary and Treasurer who shall be elected by the Board of Directors. The board may appoint any other officers or assistant officers as in their judgment may be necessary. Similarly, additional duties may be assigned to any officer not inconsistent with these By-Laws. Any two or more offices may be held by the same person except that the same person may not hold the office of President and Secretary. The President and Vice Presidents must be directors of the Corporation.

Section 2. Election of Officers. The principal officers of the Corporation shall be elected annually by the Board of Directors at the organizational meeting of the board by a majority vote of the directors. Any officer shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors present at the meeting. At such meeting, the board may elect or appoint as appropriate a successor for the removed officer.

Section 3. Duties of Officers. The duties of the respective principal officers shall be as follows:

A. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the members and the Board of Directors.

The President shall have all the general powers and duties which usually are invested in the office of a President of a Florida non-profit corporation. The President shall have the power to appoint committees and be an ex-officio member of all committees.

B. Vice President of Planning and Community Relations. The Vice President of Planning and Community Relations shall assume the duties of the President when absent, shall oversee the enforcement of rules and regulations, and shall act as liaison with police department and other community agencies. This officer will serve as an ex-officio member of the Rules and Regulations Committee. This officer will also direct long-range planning and maintain master schedules for ongoing and future maintenance of community roadways, parking areas, roofing and painting of buildings, and other projects which involve major funding.

C. Vice President of Maintenance. The Vice President of Maintenance shall oversee the maintenance, alterations and improvements of units and common elements as stipulated in the legal documents of Hidden Pines Homeowners Association. This officer shall receive work orders and delegate work, shall be the direct supervisor of the association's paid employee responsible for daily maintenance of amenities and grounds, shall work with the Buildings and Grounds Committee on a program of preventive maintenance, and shall oversee regularly scheduled pool maintenance, termite inspections, and spraying for weeds/bugs.

D. Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors. The Secretary shall have charge of the minutes and of other permanent books and papers as directed by the board or the President. The Secretary shall keep the list of members up-to-date and shall notify directors and members of meetings as provided in the By-Laws and shall perform all other duties pertaining to the office of the Secretary. The Secretary will oversee the distribution of Rules and Regulations of Hidden Pines Homeowners Association to all new members along with information about use of amenities.

E. Treasurer. The Treasurer shall have responsibility for all corporation funds and shall be responsible for keeping full and accurate records of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation and such depositories as from time to time are designated by the Board of Directors. All checks and withdrawals shall be executed in such manner as directed by the Board of Directors. The Treasurer shall furnish bond in an amount to be determined by the Board of Directors, the cost of which shall be paid by the Corporation. The Treasurer, upon written request of a member, shall furnish to a prospective purchaser, prospective mortgagee, or other authorized person, a statement of the current status of assessments on such member's lot or dwelling unit. The Treasurer shall segregate corporate funds but may co-mingle monies collected from one member with the monies collected from other members. The Treasurer shall perform all the duties pertaining to the office of Treasurer.

ARTICLE V
RESPONSIBILITIES OF OFFICERS & DIRECTORS

Section 1. It shall be the responsibility of all Officers and Directors of the Corporation to exercise all of the powers and privileges and to perform all the duties, purposes and obligations of the Hidden Pines Homeowners Association, Inc. as established in the Declaration and related documents pertaining to Hidden Pines.

Section 2. The President and the Secretary of the Corporation shall have authority and full power to sign, execute and deliver in the name of the Corporation all instruments, contracts or other documents necessary and proper to bind the Corporation. The Board of Directors may designate other officers to have the powers contained in this section of the By-Laws. No instrument, contract, note, obligation, bill of sale or instrument of conveyance shall be executed by said officer for and on behalf of the Corporation until the same be approved and authorized by the Board of Directors.

ARTICLE VI
COMPENSATION

Section 1. All Directors shall serve without compensation, but shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their duties. The compensation, if any, of other employees of the Corporation shall be fixed by the Board of Directors. Other employees shall also be entitled to reimbursement of authorized expenses the same as Directors.

Section 2. The Corporation may, however, pay a reasonable amount to its members upon dissolution or final liquidation as permitted by any court having jurisdiction thereof and no such payment, benefit, or distribution shall be determined to be a dividend or a disbursement of income.

ARTICLE VII
RULES OF ORDER

The rules of parliamentary procedure as set out in Robert's Rules of Order (latest edition) shall govern all meetings of the members, of the Board of Directors and of committees, when not in conflict with the Articles of Incorporation or these By-Laws.

ARTICLE VIII
COMMITTEES

Section 1. Permanent Committees. The President, as soon after election as convenient, may appoint the committee chair and committee members of the following permanent committees:

- Architectural Standards
- Budget
- Clubhouse
- Insurance
- Rules & Regulations
- Welcome & Hospitality

Section 2. Special Committees. In addition to the permanent committees, there shall be appointed by the President such special committees as may be deemed necessary from time to time.

Section 3. Nominating Committee. A nominating committee shall be appointed by the President no later than November 15. This committee will nominate individuals to fill the position of directors. The candidates will be announced at the December meeting. The candidates will be voted on at the next annual meeting. The Nominating Committee shall consist of at least four (4) members, one (1) of which shall be a member of the Board of Directors. The remaining committee members shall be members of the Corporation in good standing

ARTICLE IX
AMENDMENTS OF BY-LAWS AND ARTICLES OF
INCORPORATION

Section 1. Articles of Incorporation. The Articles of Incorporation shall be amended in accordance with Article IX of the Articles of Incorporation.

Section 2. By-Laws. These By-Laws may be amended, altered or rescinded by a majority vote of the qualified voting members at a regular or special meeting called in accordance with these By-Laws. The By-Law amendment may be proposed by the Board of Directors or by 25% of the voting membership.

Section 3. Scope of Amendment. Any amendment to these By-Laws or Articles of Incorporation shall be consistent with the Declaration pertaining to Hidden Pines as the same may be amended from time to time. In case of a conflict, the Declaration shall take precedence.

ARTICLE X
OBLIGATIONS OF MEMBERS

Section 1. Assessments. All of the members are obligated to pay the regular assessments and any special assessments (whether monthly or in other authorized convenient installments) imposed by the Board of Directors. Any assessment imposed shall be for purposes established in the Declaration of Hidden Pines. Nothing contained herein shall be construed to abrogate the maximum assessments which in any way violate those provisions. The Board of Directors are bound by those provisions and shall not set any assessments which in any way violate those provisions. No assessment may be changed, created or imposed on the members prior to at least ten days written notice being given to each member by the Secretary of such proposed change, creation or imposition of an assessment. Said notice shall represent fairly the details of the assessment action being considered by the Board of Directors. Emergency assessments may be made in accordance with the provisions of the Declaration. After an assessment is created or changed, the Treasurer shall notify each member of any change in assessment or the creation or imposition of a special assessment. Regular assessments shall be due as of the first of each month of the installment period and shall be paid without notice from the Corporation. Special assessments shall be due as of the date specified in the notice sent by the Treasurer. Any assessment not paid within ten (10) days of its due date shall be considered delinquent. The Declaration shall control regarding any matter dealing with assessments.

Section 2. Maintenance and Repairs. It is the responsibility of every member to perform all maintenance, upkeep and repairs, within his/her own lot or dwelling unit so as to comply with the Declaration. A member shall reimburse the Corporation for any expense incurred as a result of the member's failure to comply with the Declaration and as the result of damage to common areas, pedestrian/bicycle easements and any Corporate property by a member, any member of the household, any agent, guest or lessee of such member.

Section 3. Use of Property. Use of all property within Hidden Pines shall be limited to usages authorized by ordinances or laws imposed by any governmental authority and further limited by the Declaration pertaining to Hidden Pines. The common areas shall be for the use and enjoyment of all members of the Corporation, members of their immediate families, guests, lessees, and their invitees.

Section 4. Rules and Conduct. Conduct of members, members of the household, agents, guests, lessees and invitees of such members, and use of the facilities owned by the Corporation shall be governed by rules and regulations which, from time to time, may be adopted and approved by the Board of Directors. Any rules and regulations adopted shall be furnished to each member as shall each change or amendment. Nothing contained herein shall abrogate any right or obligation of a member set out in the Declaration. Any

rule or regulation adopted must be reasonably related to the promotion of the health, happiness and peace of mind of the members and uniformly applied and enforced.

ARTICLE XI **RIGHT TO FORECLOSE LIEN**

Section 1. The Corporation has a lien on each lot or dwelling unit for any unpaid assessments with interest and for reasonable attorney's fees incurred by the Corporation incident to the collection of the assessment or enforcement of the lien. The lien is effective from and after recording a claim of lien in public records of Volusia County, Florida. The claim of lien includes only those assessments that are due at the time the lien is recorded. The lien is subordinate to any mortgage on the lot or dwelling unit.

Section 2. The Corporation shall have the right to impose a lien on property and enforce said liens as set forth in the Articles of Incorporation and the Declaration. The Corporation may bring an action to foreclose any lien it holds in the manner that a mortgage of real property is foreclosed. It also may bring an action to recover a money judgment for the unpaid assessment without waiving any claim of lien. The Corporation shall give notice to the member of its intention to foreclose its lien at least forty-five (45) days before the foreclosure action is filed. This notice shall be given by delivery of a copy of it to the member or by certified mail, return receipt requested, addressed to the member.

ARTICLE XII **SALE OR LEASE OF PROPERTY**

The Corporation shall in no way restrict the sale or lease of property in Hidden Pines. Nothing contained herein shall be construed as a restraint of the free alienation of the member's property, except insofar as the Declaration does run with the land. All present and future owners, tenants and future tenants of Hidden Pines are subject to the residential property covenants applicable to Hidden Pines.

ARTICLE XIII **LIABILITY SURVIVES MEMBERSHIP TERMINATION**

Termination of membership in the Corporation shall not relieve or release a former member from any liability or obligation incurred during the period of membership, nor impair any rights or remedies that the Corporation may have against the former member or such member's lot or dwelling unit arising out of membership and covenants and obligations incident to that membership.

ARTICLE XIV
INDEMNIFICATION

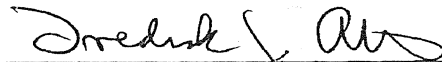
Every officer and director of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including reasonable attorney's fees incurred and imposed in connection with any proceedings to which he/she may be a party or which he/she may become involved by reason of being or having been an officer or director of the Corporation, whether or not he/she is an officer or director at the time the expenses are incurred. The officer or director shall not be indemnified if adjudged guilty of gross negligence or willful misconduct or has breached the fiduciary duty to the members of the Corporation. The Corporation shall not be liable, however, for payment of a voluntary settlement unless it is first approved by the Board of Directors. The foregoing rights shall be in addition to and not exclusive of all other rights to which the director or officer may be entitled.

ARTICLE XV
CONSTRUCTION

Whenever the context permits or requires, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders. In case of conflict between or among the provisions of any of the following, the order of priorities shall be the highest priority to the lowest: The Declaration of Easements, Covenants, Conditions and Restrictions regarding Hidden Pines, The Articles of Incorporation, the By-Laws and the Rules and Regulations of this Corporation.

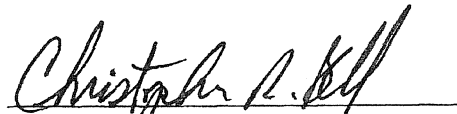
These Amended By-Laws were adopted as the By-Laws of Hidden Pines Homeowners Association, Inc., on the 16 day of NOVEMBER 2009.

HIDDEN PINES OF VOLUSIA COUNTY
HOMEOWNERS ASSOCIATION

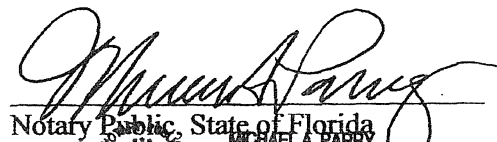

Frederick J. Altrui, President

Attest:

(Corporate Seal)


Christopher R. Bell, Secretary

Witness:


Notary Public, State of Florida
MICHAEL A. PARRY
MY COMMISSION # DD 734133
EXPIRES: November 13, 2011
Bonded Thru Budget Notary Services