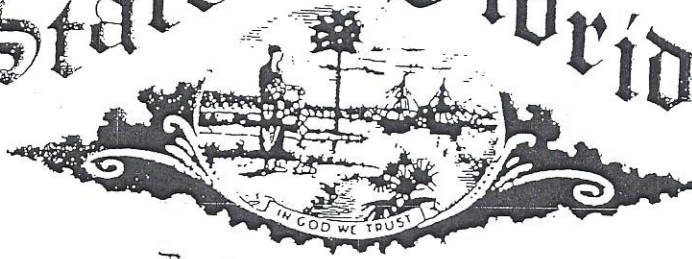


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, filed on May 18, 1999, as shown by the records of this office.

The document number of this corporation is N99000003083.

APRIL 3, 1999
MAY 18, 1999

RESTRICTION AGREEMENT
APRIL 3, 1999
NOV. 23, 1999

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of June, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ASSIGNMENT OF DEVELOPER'S RIGHTS UNDER
RESTRICTION AGREEMENT

1. HERNANDO BEACH, INC., a Florida corporation, the developer of Hernando Beach Units 13-B and 13-C, as per plats thereof recorded in plat book 17, page 70 and plat book 18, page 9, respectively, public records of Hernando County, Florida (the "Subdivision"), hereby assigns to HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), a Florida non-profit corporation, the rights of Hernando Beach, Inc. to modify or amend the Restriction Agreements as recorded in O.R. Book 504, page 301, O.R. Book 624, page 62, O.R. Book 675, page 662, O.R. Book 872, page 1320 and O.R. Book 996, page 1318, public records of Hernando County, Florida (the "Restriction Agreements").

2. The right to modify or amend the Restriction Agreements, as assigned above, is subject to full and complete compliance with the applicable provisions of the By-laws and Articles of Incorporation of the Association, including, but not limited to, the approval of any modification or amendment of the Restriction Agreements by the affirmative vote or not less than two-thirds (2/3) of the entire eligible voting interests of the Association membership. Proof of compliance shall be recorded in the Official Records of Hernando County, Florida, together with the appropriate modification or amendment document.

3. In addition to the rights of Hernando Beach, Inc. to modify or amend the Restriction Agreements as stated above, Hernando Beach, Inc. grants to the Association the non-exclusive right, in common with all owners of platted lots within the Subdivision, the right to enforce such Restriction Agreements.

Executed this 5th day of April, 1999.

HERNANDO BEACH, INC.

Charles M. Gasser
Charles M. Gasser, Jr., President

ACCEPTED AND APPROVED by the Hernando Beach South Property Owners Association, Inc. this 5th day of April, 1999.

Richard R. Dyer
Richard R. Dyer, President

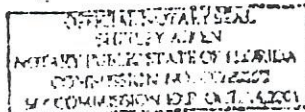
[Signature]
Secretary

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing instrument was acknowledged before me by CHARLES M. GASSER, JR., as President of HERNANDO BEACH, INC., a Florida corporation, who is personally known to me, this 5th day of April, 1999.

[Signature]
Notary Public

My commission expires:



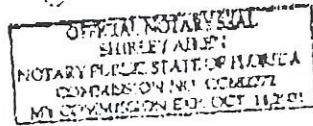
STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing instrument was acknowledged before me by
KENNETH S. MOORE and MARY ANN FEDERICO, as
President and Secretary, respectively, of HERNANDO BEACH SOUTH
PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, who are
personally known to me or who produced _____
_____ as identification, this 20th day of April, 1999.



SHIRLEY ALLEN
C

My commission expires:



PREPARED BY AND RETURN TO:
JOSEPH R. CIANFRONE, P.A.
1964 BAYSHORE BOULEVARD
DUNEDIN, FLORIDA 34698

R

OFFICIAL RECORDS
BK: 2484 PG: 1493

CERTIFICATE OF AMENDMENT
TO
BY-LAWS
OF
HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC.

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members on March 10, 2007, by the approval of not less than a majority of those voting at the meeting, the By-Laws of Hernando Beach South Property Owners Association, Inc. are hereby amended as shown on the attached Exhibit "A".

IN WITNESS WHEREOF, HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC. has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 8 day of August, 2007.

HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC.

By: William Persons
President

ATTEST:

Diane Overbeck
Secretary

STATE OF FLORIDA
COUNTY OF HERNANDO

On this 8 day of August, 2007, personally appeared before me William Persons, President, and DIANE OVERBECK, Secretary of Hernando Beach South Property Owners Association, Inc. and acknowledged the execution of this instrument for the purposes herein expressed.

Mary Ann Myszkowiak
NOTARY PUBLIC

My Commission Expires:



MARY ANN MYSZKOWIAK
MY COMMISSION # DD 487997
EXPIRES: November 13, 2009
Bonded Thru Budget Notary Services

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HERNANDO BEACH SOUTH
PROPERTY OWNERS ASSOCIATION
BY-LAWS

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- III. BOARD OF DIRECTORS
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- V. MEETINGS
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- VIII. AMENDMENTS
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- XII. SEVERABILITY

BY-LAWS OF
HERNANDO BEACH SOUTH PROPERTY
OWNERS' ASSOCIATION, INC.
(A Corporation Not-For-Profit)

ARTICLE I.
OFFICES OF THE RESIDENT AGENT

Section 1. The principal office of the HERNANDO BEACH SOUTH PROPERTY OWNERS' ASSOCIATION, INC., HERINAFTER KNOWN AS HBSPOA, shall be located c/o Coastal HOA Management Services, INC., PO Box 1407, Port Richey, Fl 34673, or at such other place as may hereafter be designated by the Board of Directors.

Section 2. The President of the HBSPOA shall be the resident agent upon whom process may be served. It shall be the duty of the Secretary of the HBSPOA to keep the Secretary of State of the State of Florida informed with a current address of said office together with the name of said resident agent and to timely file all reports with the Florida Secretary of State.

ARTICLE II.
MEMBERSHIP

Section 1. Each person or corporation owning the fee simple title to any of the real property located in Hernando Beach Units 13-B and 13-C, as per plats recorded in Plat Book 17, Page 70 and Plat Book 18, Page 9, respectively, shall be a member of this HBSPOA upon the recording of a deed or other instrument of transfer in the Official Records of Hernando County, Florida. Membership is appurtenant to real property ownership and is divested upon the transfer of ownership of such real property.

Section 2. At all meetings of the HBSPOA membership, each platted residential lot within Hernando Beach Units 13-B and 13-C shall be entitled to one vote.

Section 3. Annual dues and other assessments against the members shall be recommended by the Board of Directors and approved by the membership. Each resident owner shall be assessed at an amount equal to eighty percent (80%) of the assessment for each vacant lot.

ARTICLE III.
BOARD OF DIRECTORS

OFFICIAL RECORDS
BK: 2484 PG: 1495

Section 1. There shall be a Board of Directors consisting of seven (7) Directors. No alternate or other class of Directors is permitted. Only one person from each household may serve as a Director and no persons related as spouses, parent/child or siblings can serve together as Directors. Each Director shall be elected by a majority vote of the members voting at the annual meeting of the membership, in person or by absentee ballot, and shall hold office for a term of two (2) years; where four (4) Board members elected to the Board shall serve two (2) years and the remaining Directors shall serve a one (1) year term; thereafter all directors will serve two (2) year alternating terms.

Section 2. All Directors must be members of the HBSPOA in good standing. Board members shall not receive compensation from the HBSPOA in any form.

Section 3. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the HBSPOA as they deem proper, so long as the same are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.

Section 4. Meetings of the Board of Directors may be held at any location within a reasonable distance of the Hernando Beach South community.

Section 5. The notice of the date, time, and location of the annual HBSPOA membership meeting shall be mailed not less than thirty (30) days prior to the date of such meeting. The notice of the annual meeting shall include the Board recommended Budget and a request for nominations for the Board of Directors with all such nominations to be received by the Secretary of the HBSPOA not less than ten (10) days from the date of mailing the notice of the annual meeting. Not less than fifteen (15) days prior to the date of the annual meeting the Secretary shall mail the Board recommended Budget together with an absentee ballot clearly explaining the issues to be voted on by the membership. Members in good standing may vote at the annual membership meeting in person or by absentee ballot. Such absentee ballots shall have the same force and effect as a vote cast in person at the meeting. The ballots for Directors will be counted at the meeting and the results announced to the membership. The initial meeting of the newly elected Board of Directors, for the purpose of nominating officers, shall be held, in private, during a recess of the annual meeting and on resumption of the meeting the membership is notified of the nominations for officers. A majority vote by the members present will elect the officers.

Section 6 (a). The date, time and place of other monthly meetings of the Board of Directors shall be announced by the President at the annual HBSPOA membership meeting.

(b). Special meetings of the Board of Directors may be called by the President or upon the petition of not less than twenty (20) members in good standing of the HBSPOA. Notice of the date, time, location and purpose of the meeting shall be mailed not less than ten days prior to the meeting date.

Section 7. Board members may be recalled, with cause, at a Regular meeting, with due notice or a Special Meeting called for that purpose by the President or the petition of not less than twenty (20) members. If practical, this matter can be brought before the next general meeting after due notice to the membership. The notice of the date, time, location and purpose of such meeting shall be mailed to each member not less than ten

(10) days prior to the meeting. The recall vote will be effective if approved by a majority of the members voting in favor of the recall.

OFFICIAL RECORDS
BK: 2484 PG: 1496

Section 8. Any Director who is absent from two (2) consecutive meetings of the Board of Directors shall be automatically removed as a member of the Board by reason of such absence; provided, however, the Board of Directors may excuse any Director for illness, emergency or other compelling reason from attending a meeting.

Section 9. Any vacancy occurring on the Board of Directors will be filled for the unexpired term by a majority vote of the Board of Directors, as indicated in section 11 below.

Section 10. The Board of Directors shall have the general control and management of the affairs of the HBSPOA, may authorize the execution of contracts, deeds and other instruments of conveyance or encumbrance or evidencing indebtedness, and shall have general charge and supervision over the officers of the HBSPOA. The Board of Directors shall request at least three (3) bids for all expenditures in excess of \$500.00. All non-budgeted expenditures in excess of \$3,000.00 must be approved by the general membership at a meeting called and noticed for that purpose in accordance with these By-Laws.

Section 11. Except as otherwise provided in these By-Laws or in the Articles of Incorporation, all decisions of the Board of Directors shall be made by the affirmative vote of not less than four (4) Directors. Four (4) Directors shall constitute a quorum.

~~Section 12. Directors may not vote by secret ballot, proxy or other method designed to conceal the vote of the Directors.~~

ARTICLE IV. OFFICERS

Section 1. The officers of this HBSPOA shall be a President, Vice President, Secretary and Treasurer or a combination Secretary/Treasurer. The officers shall be nominated by the Directors and elected by the members present at the annual meeting. Only one person from each household may serve as a Director or an Officer of the HBSPOA. The Board of Directors and the Officers shall not include persons residing together, spouses, siblings or persons related as parent and child.

Section 2. All officers must be members of the HBSPOA except the Secretary and Treasurer or a combination Secretary/Treasurer. No officer other than Secretary and the Treasurer or a combination Secretary/Treasurer shall be entitled to receive compensation from the HBSPOA in any form. The amount of compensation, if any, to be paid to the Secretary, the Treasurer or a combination Secretary/Treasurer shall be approved by the HBSPOA Membership at the Annual Meeting. The Board of Directors shall determine if the offices of Secretary and Treasurer will be separate or combined.

Section 3. The term of office of officers shall be for two years. In the case of an officer's inability to serve, then such vacancy shall be filled by the Board of Directors, for the unexpired term by a majority vote of the Board of Directors.

Section 4. The President shall preside at all meetings, call meetings whenever necessary or upon the written request of not less than twenty (20) members, shall make an annual report to the HBSPOA membership and shall be charged with the responsibility of conducting its affairs. OFFICIAL RECORDS
BK: 2484 PG: 1497

Section 5. The Vice President shall act for the President in his/her absence, shall call meetings of the Board of Directors when necessary, or when requested by the President to do so, and shall preside at such meetings.

Section 6. The Secretary shall maintain minutes of all meetings of the HBSPOA membership and the Board of Directors and shall maintain a roster of all members and their addresses. The Secretary shall also maintain records of the Corporation, including those records as provided in applicable Florida Statutes. The Secretary shall also assist the President and Vice President in their duties.

Section 7. The Treasurer shall be responsible for the maintenance of the financial records of the HBSPOA membership and collection of all dues and assessments. The Treasurer shall also maintain an account, in a bank selected by the Board of Directors, for the funds of the corporation. The Treasurer shall pay all ordinary expenses of the HBSPOA and any extraordinary expenses as approved by the Board of Directors. The Treasurer shall also make monthly financial reports at the monthly Board meetings and an annual financial report at the annual meeting. These functions may be performed by a management company with oversight by the Treasurer who is ultimately responsible.

Section 8. Any Officer may be removed from office, with cause, by the Board of Directors, subject to confirmation by the Membership at a special meeting called for that purpose or a Regular meeting with due notice.

The Board of Directors may remove any officer from office at any time, with cause. An officer so removed may remain on the Board unless removed by the membership as indicated in Article III, Section 7.

ARTICLE V. MEETINGS

Section 1. All annual meetings of the HBSPOA shall all be held on the second Saturday in March at a time and place designated by the Board in a written notice to all members.

Section 2. The President may call other meetings if he/she deems it necessary or when requested in writing by not less than twenty (20) of the members. However, the purpose of such meeting must be stated in the notice of meeting.

Section 3. Written notice of all monthly and special membership meetings must be mailed to all members at least ten (10) days prior to such meeting.

Section 4. A. The members present or voting at any properly called meeting of the membership shall constitute a quorum, regardless of the number, except any amendment to the Articles of Incorporation of the HBSPOA. At any meeting held to consider an amendment to the Articles of Incorporation of the HBSPOA, a quorum shall be not less than thirty (30%) percent of the voting interests present in person or by absentee ballot (I. E.)The ballot would require a quorum of 142 votes with the majority votes ruling.

Section 5. Members in good standing may vote at all meetings of the membership in person or by absentee ballot. Proxy voting is not allowed.

ARTICLE VI.
FINANCE

Section 1. The funds of the HBSPOA shall be deposited in the name of the HBSPOA in such bank or banks as the Board of Directors may from time to time designate.

Section 2. All checks, drafts, notes, bills of exchange, withdrawal requests and orders for the payment of money shall be signed by not less than two persons, at least one of whom shall be the President and /or the Treasurer. The Board of Directors may designate persons other than the President or the Treasurer authorized to sign such instruments.

ARTICLE VII.
FISCAL YEAR.

The fiscal year of the Corporation shall be from April 1 of each year thru March 31 of the year next following, and annual fees and assessments shall be for this fiscal year.

ARTICLE VIII.
AMENDMENTS

These By-Laws replace and supersede the prior By-Laws of Hernando Beach. All prior By-Laws and the previous Resident Manual of Hernando Beach South, Hernando Beach , Florida are hereby rescinded and are null and void and of no further effect. A new Resident Manual in conformity with these By-Laws may be published. These By-Laws may be amended only by approval of not less than a majority of those voting at any special meeting called for that purpose or Regular meeting with due notice. Notice of the date, time, location and purpose of such meeting, including the proposed amendment(s) shall be mailed to each member not less than fifteen (15) days prior to the date of such meeting. A ballot will be included with a due date.

ARTICLE IX.
RESTRICTIONS

Section 1. The HBSPOA and each owner of a platted lot within Hernando Beach Units 13-B and 13-C has the right to enforce the provisions of the Restriction Agreements for Hernando Beach Unit 13-B and 13-C as modified and restated in that certain instrument recorded in Official Record Book 996, Page 1318, MODIFIED AND RESTATEMENT OF RESTRICTION AGREEMENTS FOR HERNANDO BEACH. UNIT 13 B AND 13-C, dated 16 Dec 1994.

Section 2. Any modification or amendment of the Restriction Covenants for the community must be approved by the affirmative vote of not less than two-thirds (2/3) of the entire eligible voting interests of the HBSPOA membership. For the purpose of this section and Section 4 of Article V Meetings above, the eligible voting interest shall consist of the owners of all four hundred twenty four (424) platted lots within the HBSPOA. (See Fla Statute 720.306).

ARTICLE X.
NON-PROFIT ORGANIZATION

The HBSPOA will not have or issue shares of stock and no dividends will be paid. No part of the income or assets of the HBSPOA will be distributed to its members, Directors or Officers, without full consideration received in exchange. The HBSPOA may not contract with Members, Directors, or Officers for the provision of goods or services in exchange for a fee or other consideration or remuneration. The HBSPOA may contract for and accept the provision of goods or services by the members without payment of any fee, consideration or remuneration.

ARTICLE XI.
DUES AND ASSESSMENTS

Section 1. The HBSPOA is authorized, upon the recommendation by the Board of Directors and approval by the membership, to impose annual dues, assessments and charges or special assessments for capital improvements. Delinquent annual dues, assessments, charges, and special assessments, together with interest at the legal rate and all cost of collection, including reasonable attorney's fees, shall be a charge upon each lot within the community and shall be a continuing lien upon such lots.

Section 2. The annual dues, assessments or charges shall be used to provide funds for the general benefits of the membership including general maintenance of the vacant lots and common areas within the community and the maintenance and repair of the boat ramp, entrance areas and conservation areas.

ARTICLE XII
SEVERABILITY

The invalidation of any Article or portion thereof shall not effect the remaining By-Laws which shall remain in full force and effect.

Hernando Beach South Property Owners Association, Inc.
Resolution of Board of Directors

OFFICIAL RECORDS
BK: 2535 PG: 481

27-0
FEB 20 2008

Whereas, Hernando Beach South Property Owners Association, Inc. is the Property Owners Association for Hernando Beach South, and whereas, the original deed restrictions were recorded January 10th, 1969. A modification of these restrictions and a complete rewritten document was recorded December 16th, 1994 and with further modifications since that time, in the public records of Hernando Beach South Property Owners Association, Inc. at a duly posted meeting on September 12, 2007, by a unanimous vote resolved as follows:

1. The above recitals are true and correct.
2. The Restriction Agreements contain a twenty foot (20') or fifteen foot (15') rear yard setback in #2.
3. The foregoing restriction reads as follows:
 2. **SET BACKS.** There shall be nothing constructed on any lot, block or parcel except as hereinafter provided within a minimum of 10 feet from each side of the property line and 25 feet from the front property line and 20 feet from the back property line where the lot depth is 100 feet and 15 feet where the lot depth is less than 100 feet.
4. The relevant provisions of the Hernando County Zoning Code contain a five foot (5') rear property line setback requirement which is binding on the properties encumbered by the above noted Restriction Agreement of the Hernando Beach South Property Owners Association, Inc.
5. It has been a longstanding exception of the Association's management and past Board of Directors that a pool deck, a screen enclosure with a pool, fences, and a swimming pool, do not constitute structures which are prohibited from being constructed within the rear setback.
6. There exists a significant number of swimming pools, pool decks, and screen enclosures which encroach into the fifteen foot (15')/twenty foot (20') setback and same have been in existence for a significant number of years, with some dating back to the initial construction within Hernando Beach South. The developer, Mr. Sasser, responsible for the original deed restrictions, allowed owners to build

Return to:
Hernando Beach POA
PO Box 1407
Port Richey FL 34673

2008008432
ROBIN 2535/481

02/15/2008 10:45AM # Pages 3
Filed & Recorded in Official Records of
HERNANDO COUNTY CLERK OF COURT
KAREN NICOLAI


LT1-2-2008008432-1


LT2-2535-481-3

- swimming pools and screen rooms without regard to the restrictions as written. Subsequent boards have followed that exception.
7. Due to the average lot depth of approximately 100 feet and the size of modern houses constructed in Hernando Beach South, use of some of the rear yard setback is necessary when a normal pool and pool deck are constructed on a lot.
 8. The Board had determined, in conversation with owners, that the restriction should apply to the footprint of the house and should follow the deed restrictions, and that approved pools, screen rooms and fences will continue to be allowed as exceptions.
 9. The Board further reiterates that no hard, vertical, above ground structures shall be allowed to encroach in the fifteen foot (15')/twenty foot (20') rear yard setback, thus prohibiting any and all concrete, frame, aluminum panel walls, or walls of any other nature, with the exception of screen enclosures without roofs of any type, except for screen.
 10. The Board further resolves to enforce the fifteen foot (15')/twenty foot (20') rear yard setback restriction in accordance with the above interpretation.
 11. A copy of this Resolution shall be recorded in the Hernando County Public Records and subsequently distributed to all Association members.

OFFICIAL RECORDS
BK: 2535 PG: 482

Return to:
Hernando Beach PUA
PO Box 1407
Port Richey FL 34673

RESOLVED at Hernando Beach, Florida on September 12, 2007.

Two Witnesses as to President

HERNANDO BEACH SOUTH POA, INC.

[Signature]
Signature

By: [Signature]
William Persons, President

FRANK MORTELL
Printed Name

[Signature]
Signature

Melvin Sweet
Printed Name

ATTEST:

By: [Signature]
Secretary

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 9 of JANUARY, 2008, by William Persons as President and Diane Overbeck as Secretary of Hernando Beach South POA, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

NOTARY PUBLIC:

[Signature]
State of Florida at Large
my COMMISSION EXPIRES:

NOTARY PUBLIC
STATE OF FLORIDA
MARY ANN MYSZKOWIAK
MY COMMISSION # DD 487997
EXPIRES: November 13, 2009
Bonded Thru Budget Notary Services

Return to: Hernando Beach POA
PO Box 1407
Port Richey FL 34673

FILED FOR RECORD
KAREN NICOLAI, CLERK
HERNANDO COUNTY, FL

92 JUN 16 PH 3:59

O. R. 869 PG 0030

019686

224.00

BY-LAWS OF
HERNANDO BEACH UNIT 13-B PROPERTY OWNERS ASSOCIATION, INC
(a corporation not for profit)
(Amended January 9, 1991)
(Amended June 15, 1992)

ARTICLE I

Offices and Resident Agent

Section 1. The principal office of the Corporation shall be located in the Hernando Beach South Community or at such other place as may hereafter be designated by the Board of Directors. (P O Box 3023, Spring Hill, Florida 34606)

Section 2. The President of the Corporation shall be the resident agent upon whom process may be served. It shall be the duty of the secretary of the Corporation to keep the Secretary of State of Florida informed with a current address of said office together with the name of said resident agent.

ARTICLE II

Section 1. All persons, associations and corporations owning the fee simple title to any of the property known as Hernando Beach unit 13-B shall be members of this corporation and shall be admitted to such membership by the recording of a conveyance to such party of the fee simple title of a portion of said property so that such party no longer owns any property within Hernando Beach, unit 13-B shall automatically divest said party of membership in this Corporation.

Section 2. At all meetings of the membership, each member of this Corporation shall be entitled to one vote. In the event of ownership of a lot(s) by more than one party, a majority interest of the ownership shall be entitled to the vote; in the event there is no majority interest, no vote shall be cast.

Section 3. All dues and assessments charged to each owner for the proper and necessary operation of the Property Owners Association shall be determined by a majority vote of the Board of Directors after a thorough review of the Annual Budget. The Annual Budget shall include all required expenses.

ARTICLE III

Board of Directors

Section 1. There shall be a board of directors consisting of the four

Officers and three to six Members at Large. They shall be elected by the members entitled to vote at the annual meeting of the membership and shall hold office for one year and until their successors are duly elected and qualify.

Section 2. All Directors must be members of the Corporation.

Section 3. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Corporation as they deem proper, so long as the same are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.

Section 4. Meetings of the Board of directors may be held at such place as the Board may from time to time determine either within or without the State of Florida.

Section 5. The Annual Meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the members and at the same place.

Section 6. All other meetings of the Board of Directors shall be held at the time and place designated in a written notice given by the President, or in the case of his absence or inability to act, the Secretary, at least five (5) days prior to the date of such meeting. A waiver of notice of any meeting by any Director either in writing or telegraph, cable or radio, before or after such meeting shall in all respects be valid an equivalent of notice thereof to such Directors.

Section 7. Any Director may be removed either with or without cause at any special meeting called for that purpose of the members by a vote of two-thirds of the membership. Upon such removal, the vacancy caused by such removal may be filled at such meeting by a vote of the majority of the membership present.

Section 8. Any Director who is absent from three consecutive meetings of the Board of Directors shall be automatically removed as a member of the Board of Directors by reason of such absence; provided, however, the president of the Corporation may excuse any Director from attending any meeting and when so excused such director shall not be considered absent for the purposes thereof.

Section 9. Any vacancy occurring in the Board of Directors other than by reason of removal by the membership may be filled for the unexpired term by a majority vote of the Board of Directors at a special meeting called and held for the purpose.

Section 10. The Board of Directors shall have the general control and management of the affairs of the Corporation, may authorize the execution of contracts, deeds and other instruments of conveyance or encumbrance or evidencing indebtedness, and shall have general charge and supervision over the Officers of the Corporation. The Board of Directors is the sole interpreter of the By-Laws of the Corporation and shall make all final decisions for the settlement of procedural and jurisdictional disputes between any member of the Corporation and the decision of the Board of Directors in these matters shall be final.

Section 11. Except as otherwise provided in these By-Laws or in the Articles of Incorporation all decisions of the Board of Directors may be made by affirmative vote of not less than two Directors.

ARTICLE IV

Officers

Section 1. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer.

Section 2. The Officers of this Corporation shall constitute an Executive Committee.

Section 3. The term of officers shall be one year or until their successors are elected. In the case of a vacancy in office, such vacancy may be filled for the duration of the unexpired term by vote of the Board of Directors.

Section 4. The President shall preside at all meetings, call meetings whenever necessary or upon the written request of a majority of the members, shall make an annual report to the Corporation and shall be charged with the responsibility of conducting its affairs.

Section 5. The Vice President shall act for the President in his absence, shall call meetings of the Board of Directors when necessary, or when requested by the President to do so, and he shall preside at such meetings.

Section 6. The Secretary shall keep minutes of all meetings of the Corporation and Board of Directors, keep a roster of all members and their addresses and shall keep records of the Corporation files and shall assist the President and Vice President in their duties.

Section 7. The Treasurer shall keep a record of the Corporation membership and collect all dues and assessments, shall maintain an account, in an approved bank, for the Corporation's funds and any special expenses that have been approved by the Board of Directors. He shall keep records of all corporation income and expenses and make an annual report of these at the annual meeting. He may be required to maintain a bond, at the Corporation's expense, in an amount determined by the Board of Directors.

Section 8. Any officer may be removed from office at any time with or without cause by the Board of Directors.

Section 9. Officers shall be entitled to receive such salary and compensation as may be determined by the Board of Directors.

ARTICLE V.

Meetings

Section 1. All annual Meetings beginning in 1990 shall be held the second Saturday in March at 10:00 A.M. at a location in the Hernando Beach South Community which shall be posted at both entrances off Shoal

Line Boulevard.

Section 2. The President may call other meetings if he deems it necessary or when requested in writing by a majority of the members. However, the purpose of such meeting must be stated in the notice of meeting.

Section 3. Written notice of all special membership meetings must be mailed to all members at least ten (10) days prior to such meeting.

Section 4. The members present at any meeting of the membership shall constitute a quorum regardless of the number.

Section 5. Conduct of all meetings shall be by Robert's Rules of Order.

Section 6. Members may vote by proxy at all meetings of the membership. All notices of meetings of the membership shall include a form of proxy substantially as follows:

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby constitutes and appoints BENEDICT C. FERNANDEZ as his duly authorized agent for the sole purpose of casting the vote of the undersigned upon all matters for which a vote of the membership is held at the meeting of Hernando Beach Unit 13-B Property Owners Association, Inc.

Signed, sealed and delivered in the presence of:

Benedict C. Fernandez

Joyce A. Stramello
Joyce A. Stramello Notary Public
this June 15, 1992 by Benedict C. Fernandez, who is personally known to me and who did not take an oath.
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 18, 1992
BOND \$1000 THROUGH GENERAL INS. CO.

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me
ARTICLE VI

Finance

Section 1. The funds of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the Board of Directors may from time to time designate.

Section 2. All checks, drafts, notes, bills of exchange and orders for the payment of money shall be signed by not less than two persons, at least one of whom shall be the President or the Treasurer; the Board of Directors may designate persons other than the President and the Treasurer authorized to sign such instruments.

ARTICLE VII

Corporate Seal

The seal of the Corporation shall be circular in form, shall bear the

name of the Corporation around the circumference thereof and the year in which the Corporation was formed in the center thereof.

ARTICLE VIII.

Fiscal Year

The fiscal year of the Corporation shall be from April 1 of each year through the last day of March of the year next following.

ARTICLE IX.

Amendments

Section 1. These By-Laws may be altered, amended or repealed by the Board of Directors at any special meeting called for that purpose.

Section 2. These By-Laws and any additional By-Laws hereafter made by the Board of Directors may be altered, amended or repealed by the membership by a vote of a majority of the membership at the time of such meeting, provided notice of the proposed alteration, amendment or repeal of the By-Laws is given in writing at least ten(10) days prior to such meeting.

Benedict Fernandez

Benedict Fernandez, President
For the Board of Directors, Hernando Beach Unit 13-B Property Owners Association

PREPARED BY:

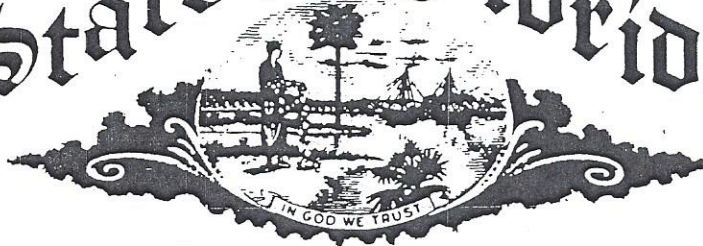
CHARLES A. KRAUSS, JR
~~337~~ HERNANDO BEACH HOMEOWNERS ASSOCIATION

PO 3023
SPRING HILL, FLA 34606

(R)

(H)

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, filed on May 18, 1999, as shown by the records of this office.

The document number of this corporation is N99000003083.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of June, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

M

BY-LAWS OF
 HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC.
 (a corporation not for profit)

ARTICLE I.

Offices and Resident Agent

Section 1. The principal office of the Association shall be located at P. O. Box 3023, Spring Hill, FL 34606, or at such other place as may hereafter be designated by the Board of Directors.

Section 2. The President of the Association shall be the resident agent upon whom process may be served. It shall be the duty of the Secretary of the Association to keep the Secretary of State of the State of Florida informed with a current address of said office together with the name of said resident agent and to timely file all reports with the Florida Secretary of State.

ARTICLE II.

Membership

Section 1. Each person and corporation owning the fee simple title to any of the real property located in Hernando Beach Unit 13-B and 13-C, as per plats recorded in Plat Book 17, Page 70 and Plat Book 18, Page 9, respectively, shall be a member of this association upon the recording of a deed or other instrument of transfer in the Official Records of Hernando County, Florida. Membership is appurtenant to real property ownership and is divested upon the transfer of ownership of such real property.

Section 2. At all meetings of the Association membership each platted residential lot within Hernando Beach, Unit 13-B and Unit 13-C shall be entitled to one vote. In the event of ownership of a lot by more than one person, a majority interest of the ownership shall be entitled to cast the vote; in the event there is no majority interest, no vote shall be cast. Husband and wife and all other co-owners are considered one member for each lot owned.

Section 3. Annual dues and other assessments against the members shall be recommended by the Board of Directors and approved by the membership. Each resident owner shall be assessed at an amount equal to eighty percent (80%) of the assessment for each vacant lot.

ARTICLE III.

Board of Directors

X Section 1. There shall be a Board of Directors consisting of seven (7) Directors. No alternate or other class of Directors is permitted. Only one person from each household may serve as a Director and no persons related as spouses, parent/child or siblings may serve together as Directors. Each Director shall be elected by the members entitled to vote at the annual meeting of the membership and who shall hold office for a one year term, except for the original Board which shall serve from date elected until the second Saturday in March, 2000. Persons who served as a Director of the now dissolved Hernando Beach Unit 13-B Property Owners Association, Inc. are ineligible for election as a Director for one year.

Section 2. All Directors must be members in good standing of the Association. Board members shall not receive compensation from the Association in any form.

Section 3. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the Association as they deem proper, so long as the same are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.

Section 4. Meetings of the Board of Directors may be held at any location within a reasonable distance of the Hernando Beach South community.

Section 5. The initial meeting of the Board of Directors shall be held immediately following the annual meeting of the members and at the same location. The notice of the date, time, and location of the annual Association membership meeting shall be mailed not less than thirty (30) days prior to the date of such meeting. The notice of the annual meeting shall include a request for nominations for the Board of Directors with all such nominations to be received by the Secretary of the Association not less than ten (10) days from the date of mailing the notice of the annual meeting. Not less than fifteen (15) days prior to the date of the annual meeting the Secretary shall mail to each member of the Association a sample ballot for the election of the Board of Directors together with an absentee ballot clearly explaining the issues to be voted on by the membership. Such absentee ballots shall have the same force and effect as a vote

cast in person at the meeting. Members in good standing may vote at the annual membership meeting in person or by absentee ballot.

Section 6(a). The date, time and place of other monthly meetings of the Board of Directors shall be announced by the President at the annual Association membership meeting.

Section 6(b). Special meetings of the Board of Directors may be called by the President or upon the petition of not less than twenty (20) members in good standing of the Association. Notice of the date, time, location and purpose of the meeting shall be mailed not less than ten ⁽¹⁰⁾ days prior to the meeting date.

Section 7. Board members may be recalled, with or without cause, at a Special Meeting called for that purpose by the President or the petition of not less than twenty (20) members. The notice of the date, time, location and purpose of such meeting shall be mailed to each member not less than ten (10) days prior to the meeting. The recall vote will be effective if approved by a majority of the members voting in favor of the recall.

Section 8. Any Director who is absent from two (2) consecutive meetings of the Board of Directors shall be automatically removed as a member of the Board by reason of such absence; provided, however, the Board of Directors may excuse any Director for illness, emergency or other compelling reason from attending a meeting.

X Section 9. Any vacancy occurring in the Board of Directors may be filled for the unexpired term by a majority vote of the members at a special meeting. Not less than fifteen (15) days prior to the date of the special meeting the Secretary shall mail to each member of the Association a notice of the date, time, location and purpose of the meeting, together with an absentee ballot for the election of the Board of Directors. Members in good standing may vote at the special meeting in person or by absentee ballot at the meeting called and held for that purpose.

Section 10. The Board of Directors shall have the general control and management of the affairs of the Association, may authorize the execution of contracts, deeds and other instruments of conveyance or encumbrance or evidencing indebtedness, and shall have general charge and supervision over the officers of the Association. The Board of Directors shall request at least three (3) bids for all expenditures in excess of \$500.00. All non-budgeted expenditures in excess of \$3,000.00 must be approved by the general membership at a meeting called and noticed for that purpose in accordance with these By-Laws.

Section 11. Except as otherwise provided in these By-Laws or in the Articles of Incorporation all decisions of the Board of Directors shall be made by affirmative vote of not less than four (4) Directors. Four (4) Directors shall constitute a quorum.

Section 12. Directors may not vote by secret ballot, proxy or other method designed to conceal the vote of the Directors.

ARTICLE IV.

Officers

X Section 1. The officers of this Association shall be a President, Vice President, Secretary and Treasurer or a combination Secretary/Treasurer. The officers shall be nominated by the Directors and elected by the members present at the Annual Meeting. Only one person from each household may serve as a Director or an Officer of the Association. The Board of Directors and the Officers shall not include persons residing together, spouses, siblings or persons related as parent and child.

Section 2. All officers must be members of the Association except the Secretary and Treasurer or a combination Secretary/Treasurer. No officer other than the Secretary and the Treasurer or a combination Secretary/Treasurer shall be entitled to receive reasonable compensation from the Association in any form. The amount of compensation, if any, to be paid to the Secretary, the Treasurer or a combination Secretary/Treasurer shall be approved by the Association Membership at the Annual Meeting. The Board of Directors shall determine if the offices of Secretary and Treasurer will be separate or combined.

Section 3. The term of office shall be one year, except for the original officers which shall serve from date of election until the second Saturday in March 2000. In the case of an officer's inability to serve, then such vacancy shall be filled by the Board of Directors, subject to approval by the Membership at a special meeting called for that purpose.

Section 4. The President shall preside at all meetings, call meetings whenever necessary or upon the written request of not less than twenty (20) members, shall make an annual report to the Association membership and shall be charged with the responsibility of conducting its affairs.

Section 5. The Vice President shall act for the President in his/her absence, shall call meetings of the Board of Directors when necessary, or when requested by the President to do so, and shall preside at such meetings.

Section 6. The Secretary shall maintain minutes of all meetings of the Association membership and the Board of Directors and shall maintain a roster of all members and their addresses. The Secretary shall also maintain records of the Corporation, including those records as provided in Florida Statutes Section 617.303. The Secretary shall also assist the President and Vice President in their duties.

Section 7. The Treasurer shall maintain the financial records of the Association membership and collect all dues and assessments. The Treasurer shall also maintain an account, in a bank selected by the Board of Directors, for the funds of the Corporation. The Treasurer shall pay all ordinary expenses of the Association and any extraordinary expenses as approved by the Board of Directors. The Treasurer shall also make monthly financial reports at the monthly Board meetings and an annual financial report at the annual meeting.

Section 8. Any officer may be removed from office at any time, with or without cause, by the Board of Directors, subject to confirmation by the Membership at a special meeting called for that purpose.

ARTICLE V.

Meetings

Section 1. All annual meetings of the Association shall be held on the second Saturday in March at a time and place designated by the Board in a written notice to all members.

Section 2. The President may call other meetings if he deems it necessary or when requested in writing by not less than twenty (20) of the members. However, the purpose of such meeting must be stated in the notice of meeting.

Section 3. Written notice of all monthly and special membership meetings must be mailed to all members at least ten (10) days prior to such meeting.

X Section 4. The members present at any properly called meeting of the membership shall constitute a quorum regardless of

X
the number, except any amendment to the By-Laws or Articles of Incorporation of the Association. At any meeting held to consider an amendment to the By-Laws or Articles of Incorporation of the Association a quorum shall be not less than fifty (50%) percent of the voting interests; present in person or by absentee ballot.

Section 5. Members may vote at all meetings of the membership in person or by absentee ballot; proxy voting is not allowed.

ARTICLE VI.

Finance

Section 1. The funds of the Association shall be deposited in the name of the Association in such bank or banks as the Board of Directors may from time to time designate.

Section 2. All checks, drafts, notes, bills of exchange, withdrawal requests and orders for the payment of money shall be signed by not less than two persons, at least one of whom shall be the President or the Treasurer; the Board of Directors may designate persons other than the President and the Treasurer authorized to sign such instruments.

ARTICLE VII.

Corporate Seal

The seal of the Association shall be circular in form, shall bear the name of the Association around the circumference thereof and the year in which the Association was formed in the center thereof.

ARTICLE VIII.

Fiscal Year.

The fiscal year of the Corporation shall be from April 1 of each year thru March 31 of the year next following, and annual fees and assessments shall be for this fiscal year.

ARTICLE IX.

Amendments.

X Section 1. These By-Laws replace and supersede the prior By-Laws of the Hernando Beach Unit 13-B Property Owners Association, Inc. which was dissolved by the vote of its membership on May 6, 1998. All prior By-Laws and the previous Resident Manual of Hernando Beach South, Hernando Beach, Florida are hereby rescinded and are null and void and of no further effect. A new Resident Manual in conformity with these By-Laws may be published. These By-laws may be amended only by approval of not less than a majority of those voting at any Special Meeting called for that purpose. Notice of the date, time, location and purpose of such meeting, including the proposed amendment(s) shall be mailed to each member not less than fifteen (15) days prior to the date of such meeting.

ARTICLE X.

Restriction Agreements

Section 1. The Association and each owner of a platted lot within Hernando Beach Units 13-B and 13-C has the right to enforce the provisions of the restriction agreements for Hernando Beach Units 13-B and 13-C as modified and restated in that certain instrument recorded in Official Record Book 996, Page 1318, Official Records of Hernando County, Florida.

X Section 2. Any modification or amendment of the Restrictive Covenants for the community must be approved by the affirmative vote of not less than two-thirds (2/3) of the entire eligible voting interests of the Association membership. For the purpose of this section and Section 4 of Article V Meetings above, the eligible voting interest shall consist of the owners of all four hundred twenty-five (425) platted lots within the community.

ARTICLE XI.

Non-Profit Operation

The Association will not have or issue shares of stock and no dividends will be paid. No part of the income or assets of the Association will be distributed to its members, Directors or Officers without full consideration received in exchange. The Association may not contract with members, Directors, Officers,

and Hernando Beach, Inc. or its employees, whether full time or part time, for the provision of goods or services in exchange for a fee or other consideration or remuneration. The Association may contract for and accept the provision of goods or services by the members without payment of any fee, consideration or remuneration.


ARTICLE XII.

Dues and Assessments

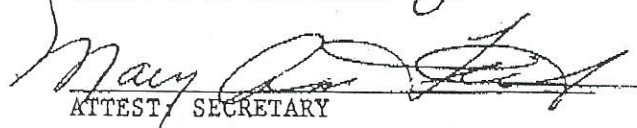
Section 1. The Association is authorized, upon recommendation by the Board of Directors and approval by the membership, to impose annual dues, assessments or charges; special assessments for maintenance, repair or restoration; and special assessments for capital improvements. The annual dues, assessments and charges, and special assessments, together with interest at the legal rate and all cost of collection, including reasonable attorney's fees, shall be a charge upon each lot within the community and shall be a continuing lien upon such lots.

Section 2. The annual dues, assessments or charges shall be used to provide funds for the general benefits of the membership including general maintenance of the vacant lots and common areas within the community and the maintenance and repair of the boat ramp, entrance areas and conservation areas.

These By-Laws were approved and adopted by vote of the general membership on April 3, 1999.



CHAIRMAN OF THE BOARD



ATTEST, SECRETARY