

BY LAWS
OF
WEST HAMPTON HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is WEST HAMPTON HOMEOWNERS' ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the Association shall be located at 1700 McMullen Booth Road, Suite C, Clearwater, Florida, but meetings of members and directors may be held at such places as maybe designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Association "Association" shall mean WEST HAMPTON HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Properties: "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

Common Areas "Common Areas" shall mean all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Lot: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Areas.

Owner: "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, but excluding those having such interest merely as security for the performance of an obligation.

Declarant and Developer: "Declarant" or "Developer" shall mean and refer to West Hampton, L.L.C., its successors and assigns.

Declaration: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions,

and Restrictions of West Hampton subdivision recorded in the Office of the Clerk of the Circuit Court in and for Hillsborough, Florida.

Member: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions, and Restrictions of West Hampton and the Articles of Incorporation.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held within thirty (30) days of one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 p.m. If the day of the annual meeting of the members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday. The Board of Directors may change the date and/or time of the annual meeting.

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 ten percent (10%) of all of the votes of the Class A membership.

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, at least fifteen (15) days before such meeting to each member entitled to vote there at, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to vote, or by proxies entitled to vote, constituting at least one-third (1/3) of the members shall be a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote

there at 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 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.

Section 6. Voting Rights. Subject to the provisions of the Declaration, the Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

(a) Class "A". Class "A" Members shall be all Owners with the exception of the Class "B" Member, if any. Class "A" Members shall be entitled to one (1) equal vote, for each Lot in which they hold the interest required for membership pursuant to the Declaration and the Articles of Incorporation. There shall be only one (1) vote per Lot.

In any situation where a Member is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of the Association prior to any meeting. In the absence of such advice, the Lot's vote, shall be suspended if more than one (1) person seeks to exercise it.

(b) Class "B". The Class "B" Member shall be the Developer. The rights of Class "B" Member, including the right to approve actions taken under these By-Laws and the Declaration, are also specified in the Declaration. The Class "B" Member shall be entitled to the same number of votes as held by collectively by all the other Members of the Association plus one and, in addition, shall be entitled to appoint entire Board of Directors during the "Class "B" Control Period" (specified as the earlier of 90 days after 100% of the Lots have been conveyed to Owners other than the Developer or when in its discretion the Developer so determines). The Class "B" Member shall have a veto power over all actions of the Board of Directors and any committee during the Class "B" Control Period. The Class "B" Membership shall terminate and become converted to Class "A" Membership at the end of the Class

"B" Control Period.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of at least three (3) Directors and no more than nine (9) Directors. At least three (3) of the Directors shall be designated as Primary Directors.

Section 2. Term of Office. Each Primary Director shall serve for a term of three (3) years and each other Director shall serve for a term of one (1) year; EXCEPT, to ensure continuity among the Board's Primary Directors, the members at the first annual meeting shall elect one (1) Primary Director for a term of one (1) year; one (1) Primary Director for a term of two (2) years; and one (1) Primary Director for a term of three (3) years. Each Primary Director thereafter shall be succeeded by a Primary Director elected for a full three-year term.

Section 3. Removal, Resignation or Death.

(a) Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

(b) Any one Director may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of the written notice or at any later date specified therein. A successor shall be selected by the remaining Directors and shall serve until the next Annual Meeting at which time an election shall be held for any unexpired term of the original Director. In the event of a simultaneous resignation of all of the Directors, a special meeting of the Members shall be called by the Board and the resignations submitted to the Members in writing at that meeting. Such resignations shall take effect on the date of the special meeting. The members then shall elect a new Board of Directors following the procedure set forth in Section 2 (as with the first Annual Meeting).

(c) Upon the removal, resignation or death of any Director, all records, papers and appurtenances to the office shall be surrendered to the Board or the full membership, whichever is appropriate.

Section 4. 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 5. 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 the 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 shall be made by a nominating Committee. Nominations may also 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 close of such annual meeting until the close of the next 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 or non-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 and the Articles of Incorporation. The person receiving the largest number of votes for each vacancy 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 as

necessary, without notice, but at least semi-annually, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a holiday, then that meeting shall be held at the same time 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 any two (2) Directors, after not less than one (1) day's notice to each Director. No notice shall be required for meetings called for emergencies.

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. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees 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 more than fifty percent (50%) of the Class A

members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to: (i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; (iii) foreclose, at its discretion, the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the Owner personally obligated to pay the same; (iv) 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; (v) procure and maintain adequate liability and hazard insurance on property owned by the Association; (vi) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; (vii) cause the Common Areas to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 until the next annual meeting, at which time an election shall be held for any unexpired term of his predecessor.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held simultaneously 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.

(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 and shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The Board may allow a management company to perform any and all of these functions.

(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. The Board may allow a management company to perform any and all of these functions.

(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 of the Association together with their addresses, and shall perform such other duties as required by the Board.

The Board may allow a management company to perform any and all of these functions.

(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 property books of account; may cause an annual inspection and review of the Association books to be made by a public accountant 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 membership at its regular annual meeting, and deliver a copy of each to the members. The Board may allow a management company to perform any and all of these functions.

ARTICLE IX COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. 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, and Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association general and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid by the tenth (10th) day of the month due, a late fee of ten percent (10%) of the amount of the assessment, or Ten and No/100 Dollars (\$10.00), whichever is greater, or such other amount as is adopted by the Board of Directors from time to time, and the same will be due and owing for that month.

Thereafter, the assessment shall bear interest from the date of delinquency at the maximum annual percentage rate allowed by law, but not at any rate which would constitute a violation of law if other fees or charges applicable to the nonpayment are considered interest. The Association may bring an action to enforce or collect any assessment as provided in the Declaration. No Owner may waive or otherwise escape liability for the assessments provided for herein or in the Declaration by non-use of the Common 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:

WEST HAMPTON HOMEOWNERS' ASSOCIATION, INC.

FLORIDA NOT FOR PROFIT CORPORATION

2001

ARTICLE XIV
MISCELLANEOUS

Section 1. These By-Laws may be amended at a regular or special meeting of the members, only by a vote of a majority of a quorum of members present, in person or by proxy.

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

Section 3. 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 fiscal year shall begin on the date of incorporation.

Section 4. The Board of Directors shall have specific authority to adopt and enact reasonable rules and regulations governing the Lot Owners and their use of the Common Areas.

The foregoing were adopted as the By-Laws of WEST HAMPTON HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first

meeting of the Board of Directors on the _____ day of _____, 2001.

WEST HAMPTON HOMEOWNERS'
ASSOCIATION, INC.

By: _____
Secretary