

BYLAWS
OF
CHAPEL TRAIL OWNERS ASSOCIATION, INC.

Section 1. Identification of Corporation

These are the Bylaws of CHAPEL TRAIL OWNERS ASSOCIATION, INC. ("Corporation"), as duly adopted by its Board of Directors ("Board"). The Corporation is a corporation not for profit, organized pursuant to and under Chapter 617, Florida Statutes, for the purpose of managing, operating and administering, maintaining, leasing and taking title to portions of the development known as "Chapel Trail."

1.1 The office of the Corporation shall be for the present at 3325 Hollywood Boulevard, Suite 502, Hollywood, Florida 33021, and thereafter may be located at any place designated by the Board.

1.2 The fiscal year of the Corporation shall be the calendar year.

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida" and the words "Corporation Not For Profit."

Section 2. Definitions

All terms shall have the meanings set forth in the Restated Articles of Incorporation of the Corporation ("Articles").

Section 3. Membership; Members' Meetings; Voting and Proxies

3.1 The qualification of Members, the manner of their admission to Membership, the termination of such Membership and the manner of voting by Members shall be as set forth in Article V of the Articles.

3.2 The Members shall meet annually at the office of the Corporation or at such other place within the State of Florida, in the month of November at such time as determined by the Board and as designated in the notice of such meeting ("Annual Members' Meeting"). The purpose of the Annual Members' Meeting shall be to hear reports of the officers and transact any other business authorized to be transacted by the Members.

3.3 Special meetings of the Members shall be held at any place within the State of Florida whenever called by the President or Vice President or by a majority of the Board. A special meeting must be called by the President or Vice President upon receipt of a written request from Members having the right to vote at least one-third (1/3) of the total number of votes entitled to be cast at such meeting.

3.4 As to an Association Member, its Representative, and any of its directors or officers, may attend any meeting of the Members. As to an Owner Member, any person entitled to cast the votes of the Owner Member, and in the event any Dwelling Unit or property is owned by more than one (1) person, all co-owners of the Dwelling Unit or property as described in Paragraph V.B of the Articles may attend any meeting of the Members. However, the votes of any Members shall be cast in accordance with the provisions of Article V of the Articles. Any person not expressly authorized to attend a meeting of the Members as set forth above may be excluded from any meeting of the Members by the presiding officer of the meeting. Institutional Mortgagees have the right to attend all meetings of the Members.

3.5 A written notice of all meetings of Members, whether the Annual Members' Meeting or special meetings, shall be given to each Member at his last known address as it then appears on the books of the Corporation unless specifically waived in writing by a Member prior to the required notification period as set forth below. In the absence of any specific address for a Member, the following address shall be used: (i) the address of any Dwelling Unit owned by such Member if an Owner Member; and (ii) at the address of the Association Member on file with the Secretary of State of the State of Florida if an Association Member. Such notice of an Annual Members' Meeting or special meeting shall be mailed to the said address not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person who mailed such notice. The notice shall state the time and place of the meeting of Members to take place within the State of Florida and the object for which the meeting is called. The notice shall be signed by an officer of the Corporation or reflect a facsimile of such signature. If a meeting of the Membership, either the Annual Members' Meeting or a special meeting, is one which, by express provision of the Chapel Trail Documents permits or requires a greater or lesser amount of time for the mailing or posting of notice than is required or permitted by the provision of this Section 3.5, then the aforesaid express provision shall govern. Notwithstanding any provision herein to the contrary, notice of any Meeting may be waived before, during or after such Meeting by a Member or by the person entitled to vote for such Member by signing a document setting forth the waiver of such notice.

3.6 The Membership may, at the discretion of the Board, act by written agreement in lieu of a meeting, provided written notice of the matter(s) to be agreed upon is given to the Members at the addresses and within the time periods set forth in Section 3.5 hereof or duly waived in accordance with such Section. Unless some greater number is required under the Chapel Trail Documents, the decision of a majority of the votes cast by Members as to the matter(s) to be agreed or voted upon shall be binding. Notice with respect to actions to be taken by written response in lieu of a meeting shall set forth a time period in which the written response is to be received by the Corporation.

3.7 A quorum for a meeting of the Members shall consist of persons entitled to cast one-third (1/3) of the votes. A Member may join in the action of a meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such parties for the purpose of determining a quorum. When a quorum is present at any meeting and a question which raises the jurisdiction of such meeting is presented, the holders of a majority of the voting rights present in person or by "Proxy" (as hereinafter defined) shall be required to decide the question unless the question is one upon which an express provision of the Chapel Trail

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Documents requires a vote other than the majority vote of a quorum, in which event such express provision shall govern and control the required vote on the decision of such question.

3.8 If any meeting of the Members cannot be organized because a quorum is not in attendance, the Members who are present, either in person or by Proxy, may adjourn the meeting from time to time until a quorum is present. In the case of the meeting being postponed, the notice provisions for the adjournment shall be as determined by the Board.

3.9 Minutes of all meetings shall be kept in a businesslike manner and available for inspection by the Members at all reasonable times. The Corporation shall retain minutes for at least seven (7) years subsequent to the date of the meeting the minutes reflect.

3.10 Every Owner Member or Representative of an Association Member entitled to vote at a meeting of the Members, or to express consent or dissent without a meeting, may authorize another person to act on the Owner Member's or Representative's behalf by a proxy signed by such Owner Member or Representative or their respective attorney in fact ("Proxy"). Any such Proxy shall be delivered to the Secretary of the Corporation or the person acting as such at least two (2) business days before the appointed time of the meeting in order to be effective. A Proxy shall be in writing signed by the person giving the same and shall be valid only for the particular meeting designated therein and, if so stated in the Proxy, any adjournments thereof. Each Proxy shall be revocable at any time at the pleasure of the Owner Member or Representative executing it. Any Proxy issued by a Representative of an Association Member may only authorize a director or officer of the Association Member to act on the Representative's behalf.

3.11 At any time prior to a vote upon a matter at a meeting of the Members, any Member may demand the use of a secret written ballot for the voting on such matter. The chairman of the meeting shall call for nominations for inspectors of election to collect and tally written ballots upon the completion of balloting upon the subject matter.

3.12 The Secretary of the Corporation shall maintain a register in the office of the Corporation showing the names and addresses of the Members of the Corporation. Each Association Member shall at all times advise the Secretary of the Corporation of the names of the officers and directors of the Association Member, and of the number of Dwelling Units and Planned Units within the property subject to the jurisdiction of the Association Member. Furthermore, upon request from the Corporation, the Association Member shall supply the Corporation with a current list of the names and addresses of Owners of Dwelling Units or property subject to the jurisdiction of the Association Member. Each Owner Member shall at all times advise the Secretary of the Corporation of any change of the address of the Member, of any change of ownership of the Member's Dwelling Unit or property, and of any change in the Dwelling Units and Planned Units within the Member's property. The Corporation shall not be responsible for reflecting any changes, until notified of such changes in writing. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of the Members of the Corporation, or in order to make a determination of the Members for any other purpose, the Corporation shall be entitled to rely upon the Member register as same exists ten (10) days prior to the giving of the notice of any meeting, and the Corporation shall not be required to take into account any changes in Membership occurring after that date, but may, in its sole and absolute discretion, do so.

Section 4. Board of Directors; Directors' Meetings

4.1 The form of administration of the Corporation shall be by a Board of not less than three (3) Directors.

4.2 The provisions of the Articles setting forth the selection, designation, election and removal of the First Board of Directors are hereby incorporated herein by reference.

4.3 Any person elected or designated as a Director shall have all the rights, privileges, duties and obligations of a Director of the Corporation.

4.4 The term of each Director's service shall extend until the next Annual Members' Meeting and thereafter, until his successor is duly elected and qualified or until he is removed.

4.5 A Director designated by Declarant as provided in the Articles may be removed only by Declarant in its sole discretion and without any need for a meeting or vote. Declarant shall have the unqualified right to name a successor for any Director designated and thereafter removed by it or for any vacancy on the First Board as to a Director designated by it, and Declarant shall notify the First Board as to any such removal or vacancy and the name of the successor Director and of the commencement date for the term of such successor Director.

4.6 The organizational meeting of the newly elected Board shall be held within ten (10) days of the Annual Members' Meeting at such place and time as shall be fixed by the Directors at the Annual Members' Meeting. No further notice of the organizational meeting shall be necessary, providing that a quorum shall be present at such organizational meeting.

4.7 Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of Directors. Special meetings of the Board may be called at the discretion of the President or the Vice President of the Corporation. Special meetings must be called by the Secretary at the written request of one-third (1/3) of the Directors.

4.8 Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Director personally or by mail, telephone or telegraph at least three (3) days prior to the day specified for such meeting. Any Director may waive notice of the meeting before, during or after a meeting and such waiver shall be deemed equivalent to the receipt of notice by such Director.

4.9 A quorum of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. A Director may join in the action of the meeting of the Board by signing the minutes thereof, and such signing shall constitute the presence of such Director for the purpose of determining a quorum. Matters approved by a majority of the Directors present at a meeting at which a quorum is present shall constitute the official acts of the Board, except as specifically provided otherwise in the Declaration, the Articles or herein. If at any meetings of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which

might have been transacted at the meeting as originally called may be transacted. In the case of the meeting being postponed, the notice provisions for the adjournment shall be as determined by the Board.

4.10 The presiding officer at Board meetings shall be the President. In the absence of the President, the Directors present shall designate any one of their number to preside.

4.11 Directors' fees, if any, shall be determined by a majority of the Members.

4.12 Minutes of all meetings shall be kept in a businesslike manner and shall be available for inspection by Members and Directors at all reasonable times.

4.13 The Board shall have the power to appoint executive committees consisting of not less than two (2) Directors. Executive committees shall have and exercise such powers of the Board as may be delegated to such executive committee by the Board.

4.14 Unless the Board holds a closed meeting, meetings of the Board shall be open to all Owners. Unless an Owner serves as a Director or unless he has been specifically invited by the Directors to participate in the meeting, the Owner shall not be entitled to participate in the meeting, but shall only be entitled to act as an observer. In the event an Owner not serving as a Director or not otherwise invited by the Directors to participate in the meeting attempts to become more than a mere observer at the meeting or conducts himself in a manner detrimental to the carrying on of the meeting, then any Director may expel said Owner from the meeting by any reasonable means which may be necessary to accomplish said Owner's expulsion. Also, any Director shall have the right to exclude from any meeting of the Board any person who is not able to provide sufficient proof that he is an Owner or a duly authorized representative, agent of an Owner, unless said person has been specifically invited by any of the Directors to participate in such meeting.

4.15 Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of Directors.

Section 5. Powers and Duties of the Board of Directors

5.1 All of the powers and duties of the Corporation shall be exercised by the Board. Such powers and duties of the Board shall include, but not be limited to, all powers and duties set forth in the Chapel Trail Documents, as well as all of the powers and duties of a director of a corporation not for profit.

5.2 Assessments shall be collected by the Corporation in payments made directly to it by each Owner as set forth in the Declaration. The Board shall be empowered to levy fines and late fees in order to effectuate the enforcement of the provisions of the Chapel Trail Documents and the timely payment of all Assessments levied thereunder.

Section 6. Officers of the Corporation

6.1 Executive officers of the Corporation shall be the President, who shall be a Director, one or more Vice Presidents, a Treasurer, a Secretary and, if the Board so determines, an Assistant Secretary and an Assistant Treasurer, all of whom shall be elected annually as set forth in Article VIII of the Articles. Any officer may be removed without cause from office by vote of the Directors at any meeting of the Board. The Board shall, from time to time, elect such other officers and assistant officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Corporation.

6.2 The President shall be the chief executive officer of the Corporation. He shall have all of the powers and duties which are usually vested in the office of the President of an association or a corporation not for profit, including, but not limited to, the power to appoint such committees at such times from among the Owners as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Corporation. If in attendance, the President shall preside at all meetings of the Board.

6.3 In the absence or disability of the President, a Vice President shall exercise the powers and perform the duties of the President. The Vice President(s) shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board. In the event there shall be more than one Vice President elected by the Board, then they shall be designated "First," "Second," etc. and shall exercise the powers and perform the duties of the presidency in such order.

6.4 The Secretary shall cause to be kept the minutes of all meetings of the Board and the Members, which minutes shall be kept in a businesslike manner and shall be available for inspection by Members and Directors at all reasonable times. He shall have custody of the seal of the Corporation and shall affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Corporation, except those of the Treasurer, and shall perform all of the duties incident to the office of Secretary of the Corporation as may be required by the Board or the President. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent and shall assist the Secretary.

6.5 The Treasurer shall have custody of all of the property of the Corporation, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the Owners; he shall keep the books of the Corporation in accordance with good accounting practices; and he shall perform all of the duties incident to the office of Treasurer. The Assistant Treasurer, if any, shall perform the duties of the Treasurer whenever the Treasurer is absent and shall assist the Treasurer.

6.6 The compensation, if any, of all officers and other employees of the Corporation shall be fixed by the Board. This provision shall not preclude the Board from employing a Director or an officer as an employee of the Corporation or preclude the contracting with a Director or an officer for the management of all or any portion of the Corporation Common Areas.

Section 7. Accounting Records; Fiscal Management

7.1 The Corporation shall maintain accounting records in accordance with good accounting practices, which shall be open to inspection by Owners and Institutional Mortgagees or their respective authorized representatives at reasonable times. Such authorization as a representative of an Owner must be in writing and signed by the person giving the authorization and dated within sixty (60) days of the date of the inspection. Written summaries of the accounting records shall be available at least annually to the Owners. Such records shall include, but not be limited to, (a) a record of all receipts and expenditures; and (b) an account for each "Contributing Unit" which shall designate the name and address of the "Contributing Unit Owner" thereof, the amount of Individual Unit Assessments (as such terms are defined in the Declaration) and all other Assessments, if any, charged to the Contributing Unit, the amounts and due dates for payment of same, the amounts paid upon the account and the balance due.

7.2 The Board shall adopt a Budget (as provided for in the Declaration) of the anticipated Operating Expenses of the Corporation for each forthcoming calendar year (the fiscal year of the Corporation being the calendar year) at a special meeting of the Board ("Budget Meeting") called for that purpose to be held not later than December 1 of the year preceding the year to which the Budget applies, if at all possible. Prior to the Budget Meeting, a proposed Budget for the Operating Expenses shall be prepared by or on behalf of the Board. Within thirty (30) days after adoption of the Budget, a copy thereof shall be furnished to each Owner and each Contributing Unit Owner shall be given notice of the Individual Unit Assessment applicable to his Contributing Unit(s). The copy of the Budget shall be deemed furnished and the notice of the Individual Unit Assessment shall be deemed given upon its delivery or upon its being mailed to the Owner or Contributing Unit Owner shown on the records of the Corporation at his last known address as shown on the records of the Corporation.

7.3 In administering the finances of the Corporation, the following procedures shall govern: (i) the fiscal year shall be the calendar year; (ii) any income received by the Corporation in any calendar year may be used by the Corporation to pay expenses incurred in the same calendar year; (iii) there shall be apportioned between calendar years on a pro rata basis any expenses which are prepaid in any one calendar year for Operating Expenses which cover more than such calendar year; (iv) Assessments shall be made monthly or quarterly in amounts no less than are required to provide funds in advance for payment of all of the anticipated current Operating Expenses and for all unpaid Operating Expenses previously incurred; and (v) items of Operating Expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received.

Notwithstanding the foregoing, the Assessments for Operating Expenses and any periodic installments thereof shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all budgeted expenses in any calendar year as such expenses are incurred in accordance with the cash basis method of accounting.

7.4 The Individual Unit Assessments, Individual Expense Assessments and Special Assessments shall be payable as provided for in the Declaration.

7.5 No Board shall be required to anticipate revenue from Assessments or expend funds to pay for Operating Expenses not budgeted or which shall exceed budgeted items, and no Board is required to engage in deficit spending. Should there exist any deficiency which results from there being greater Operating Expenses than monies from Assessments, then such deficits shall be carried into the next succeeding year's Budget as a deficiency or shall be the subject of an adjustment to the applicable Assessment (e.g., Individual Unit Assessment or Special Assessment).

7.6 The depository of the Corporation shall be such bank or banks as shall be designated from time to time by the Board in which the monies of the Corporation shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

7.7 A complete financial report of actual receipts and expenditures for the immediately preceding fiscal year of the Corporation shall be made annually and a copy of the report shall be provided to each Owner not later than the first day of April of the year following the year for which the report is made. The report shall be deemed to be furnished to the Owner upon its delivery or mailing to the Owner at the last known address shown on the books and records of the Corporation. The holder, insurer or guarantor of any first mortgage upon written request therefor, shall receive such financial report of the Corporation for the prior fiscal year without charge.

Section 8. Rules and Regulations

The Board may adopt rules and regulations or amend, modify or rescind existing rules and regulations for the operation and use of the Committed Property; provided such rules and regulations are not inconsistent with the other Chapel Trail Documents. Copies of any rules and regulations promulgated, modified, amended or rescinded shall be mailed or delivered to all Owners at the last known address as shown on the books and records of the Corporation and shall not take effect until forty-eight (48) hours after such mailing or delivery. Notwithstanding the foregoing, (i) where rules and regulations are to regulate the use of specific portions of the Committed Property such rules and regulations may be conspicuously posted at such facility and such rules and regulations shall be effective immediately upon such posting; and (ii) rules and regulations and modifications thereto promulgated by the "Committee" (as defined in the Declaration) need not be mailed to each Owner but shall be available upon request.

Section 9. Parliamentary Rules

The then latest edition of Robert's Rules of Order shall govern the conduct of meetings of this Corporation when not in conflict with the Articles, these Bylaws, the Declaration or any other Chapel Trail Documents.

Section 10. Amendments of the Bylaws

10.1 These Bylaws may be amended as hereinafter set forth:

(a) After the Turnover Date, any Bylaw of the Corporation may be amended or repealed, and any new Bylaw of the Corporation may be adopted by either:

(i) majority vote of the Members at any Annual Members' Meeting or any special meeting of the Members called for that purpose or by majority action of the Members who have acted by written response in lieu of a Meeting as permitted by these Bylaws; or

(ii) by the affirmative vote of a majority of the Directors then in office at any regular meeting of the Board or at any special meeting of the Board called for that purpose or by written instrument signed by all of the Directors provided that the Directors shall not have any authority to adopt or amend or repeal any Bylaw if such new Bylaw or such amendment or the repeal of a Bylaw would be inconsistent with any Bylaw previously adopted by the Members.

10.3 Notwithstanding any of the foregoing provisions of this Section 10 to the contrary, until the Turnover Date, all amendments or modifications to these Bylaws and adoption or repeal of Bylaws shall only be made by action of the First Board, which First Board shall have the power to amend, modify, adopt and repeal any Bylaws without the requirement of any consent or approval or vote of the Members.

10.4 Notwithstanding any provision of this Section 10 to the contrary, these Bylaws shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights or obligations set forth in any other of the Chapel Trail Documents, as the same may be amended from time to time in accordance with the provisions thereof, including, without limitation, any rights of Declarant, or of an Institutional Mortgagee without the prior written consent thereto by Declarant or Institutional Mortgagee, as the case may be.

10.5 Notwithstanding any provision of this Section 10 to the contrary, any amendment of these Bylaws with regard to the matters set forth in Paragraph X.I.4 of the Declaration must be adopted in accordance with the requirements set forth in said paragraph of the Declaration.

10.6 Any instrument amending, modifying, repealing or adding Bylaws shall identify the particular Section(s) affected and give the exact language of such modification, amendment or addition or of the provisions repealed. A copy of each such amendment, modification, repeal or addition certified to by the Secretary or Assistant Secretary of the Corporation shall be recorded amongst the Public Records of the County.

Section 11. Interpretation


In the event of a conflict between the Bylaws and the provisions of the Articles and/or the Declaration, the provision in the Articles and/or Declaration shall control.

Section 12. Board Advisory Committee

The Representative of each Association Member and one or more representatives of the Owner Members appointed by the President of the Corporation shall serve on the "Board Advisory Committee" which shall meet from time to time and make recommendations to the Board regarding the conduct of the affairs of the Corporation.

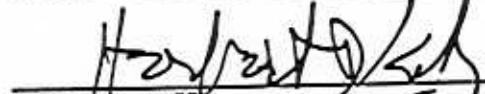
The foregoing Bylaws of the Corporation are hereby adopted by all of the Directors of the Corporation as and constituting the Board of Directors of the Corporation.

CHAPEL TRAIL OWNERS ASSOCIATION, INC.



PAUL KOENIG

Dated: 3-2-88



HERBERT D. KATZ

Dated: 3-2-88



SHERMAN A. KATZ

Dated: MAR. 2, 1988

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
L. A. HESTER
COUNTY ADMINISTRATOR