

BY-LAWS
OF
HERONWOOD

HOMEOWNERS ASSOCIATION, INC.

A Not-for-Profit Corporation Under
the Laws of the State of Florida

ARTICLE I

IDENTITY

Section 1. The name of this corporation is HERONWOOD HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation" or "Association".

Section 2. The initial principal office of the Corporation is _____

Section 3. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not for Profit", and the year of incorporation, an impression of which is as follows:

Section 4. All terms used herein which are defined in that certain Declaration of Covenants and Restrictions for Heronwood, as it may be amended from time to time (the "Declaration"), shall have the same meaning herein as therein.

ARTICLE II

PURPOSES

This Association is organized to serve as the instrumentality of Owners in the Property for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of the Property for the benefit of all Owners therein; the maintenance of the land and facilities; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its Articles of Incorporation, these By-Laws, and the Declaration; to acquire, hold, convey and otherwise deal with real and/or personal property in the Association's capacity as a homeowners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its Members as it may deem proper.

ARTICLE III

DIRECTORS AND OFFICERS

Section 1. Directors

A. The affairs of the Association shall be managed by a Board of Directors which shall consist of not less than three (3), nor more than nine (9) members. The initial Board shall consist of the individuals named in the Articles of Incorporation of the Association, who shall serve until such time as the Developer relinquishes control of the Association, as described in the Declaration, or until replaced by the Developer. After relinquishment of control of the Association, and so long as Developer owns any property within Martin Downs, Developer shall have the right to appoint one (1) member of the Board of Directors. Such director need not be a Member of the Association.

B. At the first annual meeting of Members immediately succeeding the date upon which Developer relinquishes control of the Association, and at each annual meeting thereafter, the Board of Directors shall be elected by the Members of the Association, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove.

C. Directors shall be elected as follows: Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three (3) Members, using such procedures as the Board may establish. The Nominating Committee shall nominate one person for each vacancy to be filled at that annual meeting, and each Board member shall be provided with a list of the nominations at least one (1) day prior to the annual meeting. Other nominations may be made from the floor. The election shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled.

D. There shall be no cumulative voting.

E. The organizational meeting of the newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

F. No director shall receive or be entitled to any compensation for his services as director, but shall be entitled to reimbursement for all expenses incurred by him as such, if incurred upon the authorization of the Board.

G. Until such time as Developer relinquishes control of the Association, no director or officer need be a Member of the Association. Thereafter, all directors and officers (except those appointed by Developer) must be Members of the Association.

Section 2. Officers. The executive officers of the Association shall be: President, two (2) Vice Presidents, Secretary and Treasurer, and such other officers as the Board of Directors may appoint. The officers named in the Articles of Incorporation shall serve until replaced by Developer or until the first regular meeting of the Board, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the directors, or until their successors shall have been appointed and shall qualify. So

long as Developer retains the right of appointment of all members of the Board of Directors, no officer appointed by the Board shall serve the Association until such time as Developer approves the appointment. Upon the appointment of an officer by the Board of Directors, whether the appointment occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed officer or officers, as the case may be, in writing to Developer. Developer shall approve or disapprove said officer, or officers, within twenty (20) days after receipt of said name or names. In the event Developer fails to act within such time period, such failure shall be deemed approval by Developer.

Section 3. Resignation, Vacancy, Removal.

A. Resignation: Any director or officer of the Association may resign at any time, by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, resignations shall take effect at the time of receipt by the President or Secretary of the Association. The acceptance of a resignation shall not be necessary to make it effective.

B. Director Vacancy: When a vacancy occurs on the Board of Directors, the vacancy shall be filled by Developer until such time as Developer relinquishes control of the Association. Subsequent to the annual meeting of the Members next succeeding the date upon which Developer relinquishes control of the Association, a vacancy occurring on the Board of Directors shall be filled by the remaining members of the Board at their next meeting by electing a person who shall serve until the next annual meeting of Members, except that Developer shall have the right to replace any Director, appointed by Developer after turnover of control, who resigns, is removed by Developer, or who, for any other reason, ceases to be a member of the Board of Directors.

C. Officer Vacancy: When a vacancy occurs in an office for any reason before an officer's term has expired, the office shall be filled by the Board of Directors at its next meeting by electing a person to serve for the unexpired term or until a successor has been elected by the Board of Directors and shall qualify. So long as Developer has or retains the right of appointment of all members of the Board of Directors, no officer appointed hereunder shall serve the Association until such time as Developer has approved the appointment, in accordance with the procedure set forth hereinabove.

D. Removal: Any officer may be removed with or without cause by a majority vote of the full Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any officer or director may be removed with or without cause, and for any reason, upon a petition in writing by a majority of the Members of the Association approved at a meeting of members called at least in part for this purpose, by a two-thirds (2/3) vote of the membership; provided, however, that removal by a vote of the membership shall not apply so long as Developer has the right to appoint all members of the Board of Directors. The petition calling for the removal of such officer or director shall set forth a time and place for the meeting of Members, and notice shall be given to all Members of such special meeting or the Members at least ten (10) days prior to such meeting in the manner provided in these By-Laws for the giving of notices of special meetings. At any such meeting, the officer or director whose removal is sought shall be given the opportunity to be heard. In addition, during the period of time during which Developer has or retains the right of appointment of all members of the Board of Directors, any officer or member of the Board of Directors may be removed with or without cause by Developer at its

discretion. Further, after turnover of control of the Association, Developer shall have the right to remove, with or without cause, members of the Board of Directors which are appointed by Developer, pursuant to Section 1, Article III of these By-Laws.

Section 4. Indemnification of Directors, and Officers.
Every Director and Officer of the Association shall be indemnified by the Association against liability and expenses which he may incur by reason of his being or having been a Director or Officer in accordance with the terms of the Articles of Incorporation of the Association (hereinafter referred to as the "Articles of Incorporation"), and the Declaration.

ARTICLE IV

POWERS AND DUTIES OF THE ASSOCIATION AND THE EXERCISE THEREOF

The Association shall have all powers granted to it by common law, Florida Statutes, the Declaration, the Articles of Incorporation, and these By-Laws, all of which shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in the Declaration, these By-Laws or by law; the powers of the Association shall include, but not be limited to, the following:

1. All of the powers specifically provided for in the Declaration and in the Articles of Incorporation.
2. The power to levy and collect Assessments against Parcels, as provided for in the Declaration.
3. The power to expend monies collected for the purpose of paying the Common Expenses of the Association.
4. The power to purchase equipment, supplies and material required for the maintenance, repair, replacement, operation and management of the Association Property and the Common Property.
5. The power to insure and keep insured the buildings and Improvements of the Association and other Improvements within the Property, as provided in the Declaration.
6. The power to employ the personnel required for the operation of the Association, the Association Property and the Common Property.
7. The power to pay utility bills for utilities serving the Association Property and the Common Property.
8. The power to contract for the management of the Association and to delegate to its contractor as manager, all of the powers and duties of the Association, except those matters which must be approved by Members.
9. The power to make reasonable rules and regulations and to amend them from time to time.
10. The power to improve the Association Property and the Common Property, subject to the limitations of the Declaration.
11. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws, the Declaration and the rules and regulations promulgated by the Association.
12. The power to collect delinquent Assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from

Owners for violation of the provisions of the Declaration, the Articles of Incorporation; these By-Laws or the Rules and Regulations.

13. The power to pay all taxes and assessments which are liens against the Association Property and the Common Property.

14. The power to control and regulate the use of the Association Property and the Common Property by the Owners, and to promote and assist adequate and proper maintenance of that property.

15. The power to borrow money and the power to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws.

16. The power to acquire real and personal property for the benefit and use of its Members and to dispose of the property in accordance with the Declaration and the Articles of Incorporation.

17. The power to enter into a long term contract with any person, firm, corporation or real estate management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Association Property and the Common Property and of any facilities on lease to the Association or otherwise provided for the Members' usage. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association as a Common Expense. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee either stated as a fixed fee or as a percentage of the total costs of maintenance, operation, repair and upkeep or of the total funds of the Association handled and managed by the managing agent. Such fee, if any, shall be another of the management function costs to be borne by the Association, as a Common Expense, unless the contract provides to the contrary.

18. The power to establish additional officers and/or directors of this Association and to appoint all officers, except as otherwise provided herein.

19. The power to appoint such committees as the Board of Directors may deem appropriate.

20. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

21. The power to deal with the Master Association on all matters which affect the Property, the Members, the Owners, or the Association.

22. The power to appoint an individual to represent the Association on the board of directors of the Master Association and to replace such individual.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association and shall:

A. Act as presiding officer at all meetings of Members of the Association and of the Board of Directors.

B. Call special meetings of the Board of Directors.

C. Sign, with the Secretary or Treasurer if the Board of Directors so requires, all checks, contracts, promissory notes, leases, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons.

D. Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out.

E. Appoint committees and act as ex-officio member of all committees, and render an annual report at the annual meeting of Members.

Section 2. Vice Presidents. The Vice President(s), in the absence or disability of the President, shall exercise the powers and perform the duties of the President. The Vice President(s) also shall assist the President generally, and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 3. Secretary. The Secretary shall have the following duties and responsibilities:

A. Attend all regular and special meetings of the Members of the Association and of the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.

B. Have custody of the corporate seal and affix the same when necessary or required.

C. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, keep membership books, and receive all applications for membership.

D. Perform such other duties as the Board of Directors may determine and on all occasions in the execution of his duties, act under the superintendence, control and direction of the Board of Directors.

E. Have custody of the minute book of the meetings of the Board of Directors and Members, and act as transfer agent of the corporate books.

Section 4. Treasurer. The Treasurer shall:

A. Attend all meetings of the membership and of the Board of Directors.

B. Receive such monies as shall be paid into his hands for the account of the Association and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases and other important documents of the Association which he shall keep safely deposited.

C. Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association, and deliver such books to his successor. He shall prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else

required, a summary of the financial transactions and condition of the Association from the preceding year. He shall make a full and accurate report on matters and business pertaining to his office to the Members at the annual meeting, and make all reports required by law. He shall prepare the annual budget, and present it to the Board of Directors for its consideration.

D. The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Association as a Common Expense. In the event the Association enters into a management agreement, it shall be proper to delegate such of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.

ARTICLE VI

MEMBERSHIP AND VOTING

Section 1. Qualification for Membership. The qualification for membership, and the manner of admission to membership and termination of such membership, shall be as follows: A person or entity shall automatically become a Member of the Association upon acquisition of fee simple title to any Parcel, by filing a deed therefor in the public records of Martin County, Florida. Membership shall continue until such time as the Member transfers or conveys his interest of record or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the Parcel conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from, ownership of property subject to the Declaration. No person or entity holding an interest of any type or nature whatsoever in a Parcel only as security for the performance of an obligation, shall be a member of the Association. Developer, by including additional property within the imposition of the Declaration, may cause additional membership in the Association and may designate the ownership basis for such additional membership. The Developer shall be a member of the Association from and after the date of recordation of the Declaration, which membership shall continue so long as Developer owns any Parcels within Heronwood.

Section 2. Voting. The Association shall have one (1) class of voting membership. Each Member, including Developer, shall be entitled to one (1) vote for each Parcel owned by such Member as to matters on which the membership shall be entitled to vote, which vote may be exercised or cast by that member in person or by proxy. Proxies may be filed with the Secretary of the Association prior to the meeting. A proxy shall be valid and entitle the holder thereof to vote until the Secretary shall have received a written revocation of such proxy executed by the grantor of such proxy, or until the death or legal incompetence of the grantor. Any member who owns more than one (1) Parcel shall be entitled to exercise or cast one (1) vote for each such Parcel. When more than one (1) person owns a Parcel, all such persons shall be Members of the Association; provided, however, that the vote of such Owners shall be exercised as provided hereinbelow, and that in no event shall more than one (1) vote be cast with respect to each Parcel. If more than one (1) person, a corporation, or other entity, owns a Parcel, they shall file a certificate with the Secretary of the Association naming the person authorized to cast votes for said Parcel. If the certificate is not on file, the Owner(s) shall not be qualified to vote and the vote of such Owner(s) shall not be considered nor shall the presence of such Owner(s) at a meeting be considered in determining whether the quorum requirement has been met. If a Parcel shall be owned by husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast

votes for said Parcel, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Parcel at the meeting, in which case the certificate requirements set forth above shall apply.

ARTICLE VII

MEETINGS

Section 1. Meetings of Members.

A. Place of Meetings: All meetings of the Association shall be held at the office of the Association, or may be held at such time and place in Martin County, Florida, as shall be stated in the notice thereof.

B. Annual Meetings: Annual Members' meetings shall be held upon a date appointed by the Board of Directors, which shall fall between the first day of January and the 30th day of April, in each calendar year subsequent to relinquishment of control of the Association by Developer. No meeting shall be held on a legal holiday. The meeting shall be held at such time as the Directors shall appoint from time to time. The purpose of such meeting shall be the election of directors and the transaction of other business authorized to be transacted by Members. The order of business shall be as determined by the Board of Directors.

C. Special Meetings: Special Meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called by the Secretary, upon receipt of a written request from Members of the Association holding a majority of the total votes of the membership. Business transacted at all special meetings shall be confined to the objects and action to be taken as stated in the notice of the meeting.

D. Quorum: A quorum for the transaction of business at the annual meeting or any special meeting shall consist of a majority of the total votes of the membership, being present either in person or by proxy, but the Members present at any meeting although less than a quorum, may adjourn the meeting to a future date.

E. Voting Required to Make Decisions: When a quorum is present at any meeting, the vote of a majority of the Members' votes present in person or by proxy shall decide any question brought before the meeting, unless the Declaration, the Articles of Incorporation, these By-Laws or any applicable statute provides otherwise.

Section 2. Directors' Meetings.

A. Annual Meeting: The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of Members. The Board of Directors may establish a schedule of regular meetings to be held at such place as the directors may designate. Regular meetings may be held without notice.

B. Special Meetings: Special meetings of the Board of Directors may be called by the President, upon notice to each director to be delivered by telephone, mail or in person. Special meetings may also be called on written request of two (2)

directors. All notices of special meetings shall state the purpose, time and place of the meeting.

C. Quorum: At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at such meeting at which a quorum is present, shall be the acts of the Board of Directors except where approval by a greater number is required by the Declaration, the Articles of Incorporation or these By-Laws. At any meeting at which a quorum is not present, the presiding officer may adjourn the meeting from time to time, and at any such adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

D. Joinder: The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

E. Written Action: Any action required to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

F. Presiding Officer: In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

G. Telephone Meeting: Any regular or special meeting of the Board of Directors may be held by telephone conference, at which each participating member can hear and be heard by all other participating members.

H. Order of Business: The order of business at Director's meetings shall be as determined by the Board of Directors.

ARTICLE VIII

NOTICE OF MEMBERS MEETINGS

Section 1. Annual Meeting. Written notice of the annual meeting of Members shall be served upon or mailed to each Member entitled to notice, at least ten (10) days, and no more than sixty (60) days, prior to the meeting. Such notice shall be hand delivered or mailed to each Member at its address as it appears on the books of the Association. Proof of such mailing may be given by the affidavit of the person giving the notice.

Section 2. Special Meeting. Written notice of a special meeting of Members stating the time, place and object of such meeting shall be served upon or mailed to each Member at least two (2) days, and no more than sixty (60) days, prior to such meeting.

Section 3. Waiver. Nothing herein is to be construed to prevent Members from waiving notice of meetings or acting by written agreement without meetings.

ARTICLE IX

PROCEDURE

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the articles of Incorporation and By-Laws of the Association or with the Statutes of the State of Florida.

ARTICLE X

ASSESSMENTS AND MANNER OF COLLECTION

The Board of Directors shall have the power to levy and enforce Assessments against Parcels and Owners, as set forth in the Declaration.

ARTICLE XI

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year; provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board deems it advisable.

Section 2. Depositories. The funds of the Association shall be deposited in such accounts in Martin County, Florida, as may be selected by the Board of Directors, including checking and savings accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. Association funds shall be withdrawn only over the signature of the Treasurer, the President or such other persons as the Board may authorize. The Board may require more than one (1) signature on checks and bank drafts. The funds shall be used only for corporate purposes.

Section 3. Fidelity Bonds. Fidelity bonds may be required at the discretion of the Board of Directors from all officers and employees of the Association, and from any contractor handling or responsible for corporate funds. The premiums for such bonds shall be paid by the Association as a Common Expense.

Section 4. Records. The Association shall maintain accounting records according to good practice which shall be open to inspection by Members at reasonable times. Such records shall include a record of receipts and expenditures and accounts for each Member, which accounts shall designate the name and address of the Member, the due dates and amount of each Assessment, the amounts paid upon the account, and the balance due. A register or the names of all Institutional Mortgagees who have notified the Association of their liens, and to which lienholders the Association will give notice of default if required, shall also be maintained.

Section 5. Annual Statement. The Board of Directors shall present annually to the Members a full and clear statement of the business and condition of the Association, as prepared by an independent accountant.

Section 6. Insurance. The Association shall procure, maintain and keep in full force and effect, such insurance as may be required by the Declaration to protect the interests of the Association and the Members.

Section 7. Expenses. The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices.

Section 8. Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Common Expenses, and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices.

ARTICLE XII

ADMINISTRATIVE RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt Rules and Regulations governing the details of the operation and use of the Association Property and the Common Property, provided that the Rules and Regulations shall be equally applicable to all Members and uniform in application and effect.

ARTICLE XIII

VIOLATIONS AND DEFAULTS

In the event of a violation of any of the provisions of the Declaration, these By-Laws, the rules and regulations adopted by the Association or the Articles of Incorporation, the Association and/or Martin Downs Property Owners' Association, Inc. (the "Master Association") shall have all rights and remedies provided by law, including without limitation (and such remedies shall be cumulative) the right to sue for damages, the right to injunctive relief, and, in the event of a failure to pay Assessments or to abide by the architectural restrictions in the Declaration, the right to foreclose its lien as provided in the Declaration; and in every such proceeding, the Owner at fault shall be liable for court costs and the Association's or the Master Association's attorneys' fees, as the case may be. A suit to collect unpaid Assessments may be prosecuted by the Association and/or the Master Association without waiving the lien securing such unpaid Assessments.

ARTICLE XIV

AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting; provided, however, that at no time shall the By-Laws conflict with the terms of the Declaration or the Articles of Incorporation. Any Member of the Association may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. Until such time as Developer relinquishes control of the Association, all amendments to these By-Laws shall be ineffective unless Developer shall have joined in and consented hereto in writing. No amendment, alteration or modification of these By-Laws shall be made which affects the rights or privileges of any institutional Mortgagee, nor may these By-Laws be rescinded without the express, prior written consent of all Institutional Mortgagees so affected, and any attempt to amend, alter, modify or rescind contrary to this prohibition shall be of no force or effect. Nor shall any amendment, alteration or modification of these By-Laws be made without the prior consent and joinder of the Master Association.

ARTICLE XV

DEVELOPER'S CONTROL

Anything contained herein to the contrary notwithstanding, the Developer shall have the right to retain control of the Association until Developer has closed the sale of all Parcels within the Property, or until such earlier time as is determined by Developer, in the Developer's sole discretion. So long as Developer retains control of the Association, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Association, and no action of the membership of the Association shall be effective unless and until approved by the Developer. Further, during the period of the Developer's control, the members of the Board of Directors and the officers may be removed, with or without cause, by Developer, at its discretion. After turnover of control of the Association and so long as Developer owns any property within Martin Downs, Developer shall have the right to appoint one (1) member of the Board of Directors; such director need not be a Member of the Association and may be removed only by the Developer.

ARTICLE XVI

VALIDITY

If any By-Law, rule, or regulation shall be adjudged invalid, such fact shall not affect the validity of any other By-Law, rule or regulation.

ARTICLE XVII

CONSTRUCTION

These By-Laws and the Articles of Incorporation of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, the Articles of Incorporation or these By-Laws, the following order of priority shall apply: The Declaration, the Articles of Incorporation and the By-Laws.

The foregoing were adopted as the By-Laws of HERONWOOD HOMEOWNERS ASSOCIATION, INC., a not-for-profit corporation under the laws of the State of Florida, at the first meeting of the Board of Directors on the ___ day of _____, 198_.

HERONWOOD HOMEOWNERS ASSOCIATION,
INC.,

By: [Signature]
President

Attest: [Signature]
Secretary

(CORPORATE SEAL)

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of HERONWOOD HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 14, 1983.

The charter number for this corporation is 767954.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
14th day of April, 1983.



CER-101

George Firestone
Secretary of State

State of Florida



Department of State

I certify from the records of this office that HERONWOOD HOMEOWNERS ASSOCIATION, INC., is a corporation organized under the laws of the State of Florida, filed on April 14, 1983.

The charter number for this corporation is 767954.

I further certify that said corporation has paid all filing fees due this office through December 31, 1983, and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
14th day of April, 1983.



CER-101

George Firestone
Secretary of State

040783

ARTICLES OF INCORPORATION

OF

HERONWOOD

HOMEOWNERS ASSOCIATION, INC.,

(A corporation not for profit)

RECORDED
FEB 14 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (Part I) of the Florida Statutes (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be HERONWOOD HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for Heronwood (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Martin County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the Common Expenses;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Association Property and the Common Property;

E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

F. To make and amend By-Laws for the Association and regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Association Property and the Common Property.

H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;

I. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Association Property and the Common Property. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association

shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, and so long as Developer owns any property within Martin Downs, Developer shall have the right to appoint one (1) member of the Board of Directors; such director need not be a Member of the Association, however, all other directors and all officers must be Members of the Association. The number of directors constituting the initial Board is five (5) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Peter D. Cummings	P. O. Box 2850 Stuart, Florida 33495
David B. Curland	P. O. Box 2850 Stuart, Florida 33495
Phillip W. Fisher	P. O. Box 2850 Stuart, Florida 33495
Thomas A. Babcock	P. O. Box 2850 Stuart, Florida 33495
Thomas W. Sansbury	P. O. Box 2850 Stuart, Florida 33495

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the Officers elected. The initial officers shall consist of a President, two Vice Presidents, Secretary and Treasurer. The following persons shall serve as Officers until the first election:

<u>Name</u>	<u>Title</u>
Peter D. Cummings	President
David B. Curland	Vice-President
Thomas A. Babcock	Vice-President
Phillip W. Fisher	Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
RICHARD D. HOLT, ESQ.	First National Bank Building Palm Beach, Florida 33480

ARTICLE IX

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration. Until such time as Developer relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Developer shall have joined in and consented thereto in writing.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be RICHARD D. HOLT, ESQ. and the street address of the registered office of the Association shall be 272-A South County Road, Palm Beach, Florida 33480. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Martin County, Florida, this ____ day of _____, 198__.

Signed, sealed and delivered in the presence of:

Shay T. Hile

Richard D. Holt (SEAL)
RICHARD D. HOLT, ESQ.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 7th day of July, 1981, by RICHARD D. HOLT, ESQ., the incorporator named therein.

(NOTARY SEAL)

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:
[Date]

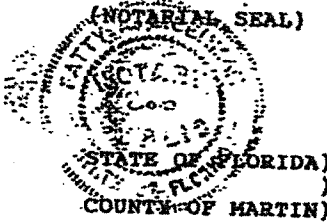
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

[Signature]
Richard D. Holt, Esq.
Registered Agent

STATE OF FLORIDA))
COUNTY OF MARTIN) ss.

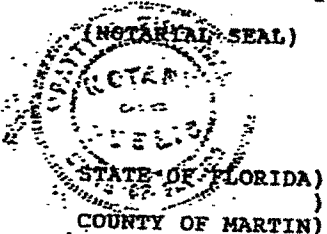
The foregoing instrument was acknowledged before me this 21st day of June, 19 84, by Peter D. Cummings the President of SOUTHERN LAND GROUP, INC., a Florida corporation, on behalf of the corporation.



Peter D. Cummings
Notary Public
My commission expires:

Notary Public, State of Florida at Large
My Commission Expires April 11, 1988
BONDED THROUGH AGENT'S NOTARY BROKERAGE

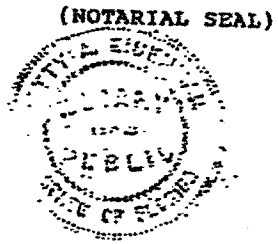
The foregoing instrument was acknowledged before me this 21st day of June, 19 84, by Thomas A. Babcock the President of HERONWOOD HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation.



Thomas A. Babcock
Notary Public
My commission expires:

Notary Public, State of Florida at Large
My Commission Expires April 11, 1988
BONDED THROUGH AGENT'S NOTARY BROKERAGE

The foregoing instrument was acknowledged before me this 21st day of June, 19 84, by Thomas A. Babcock the President of MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation.



Thomas A. Babcock
Notary Public
My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires April 11, 1988
BONDED THROUGH AGENT'S NOTARY BROKERAGE

OR 608 PAGE 1570

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STATE OF FLORIDA

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AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HERONWOOD HOMEOWNERS ASSOCIATION, INC.

THIS AMENDMENT to the Articles of Incorporation of Heronwood Homeowners Association, Inc., made and executed this 11th day of April, 1994, by and through the undersigned duly authorized officers,

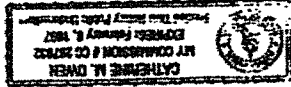
WITNESSETH:

That the original Articles of Incorporation of Heronwood Homeowners Association, Inc. (Articles) are hereby amended as approved by a majority of the members of Heronwood Homeowners Association at the annual meeting held on February 7, 1994, by vote sufficient for approval.

NOW, THEREFORE, pursuant to Chapter 617.1001, Florida Statutes, the Articles are amended as follows:

1. Article III, Section 2, is amended to add the following:
 - K. To enter into contracts for the purpose of obtaining bulk cable television services for members of the Association.
2. Article III, Section 2, Sub-sections A through J remain unchanged and in full force and effect.
3. The foregoing Amendment was adopted and passed by a majority of the members of Heronwood Homeowners Association at the annual meeting held on February 7, 1994, by vote sufficient for approval.
4. The adoption of this Amendment appears upon the minutes of said meeting and is unrevoked.
5. All provisions of the Articles of Incorporation are herein confirmed and shall remain in full force and effect except as specifically amended herein.

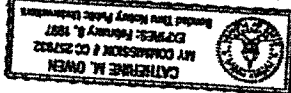
This instrument prepared by and return to:
Deborah L. Ross, Esquire
MCKEEN, CORRETT & COOK, P.A.
Post Office Box 66
Stuart, Florida 34995



Notary Public
Notary Stamp/Seal:

Catherine M. Owen

The foregoing instrument was acknowledged before me this 11th day of April, 1994 by Joe Kleinbrock, Secretary of Heronwood Homeowners Association, Inc., who is personally known to me (X) or [] who has produced identification in the form of _____, and who did [] or [X] did not take an oath.



Notary Public
Notary Stamp/Seal:

Catherine M. Owen

The foregoing instrument was acknowledged before me this 11th day of April, 1994 by Frankie Lamirand, President of Heronwood Homeowners Association, Inc., who is personally known to me (X) or [] who has produced identification in the form of _____, and who did [] or [X] did not take an oath.

STATE OF FLORIDA
COUNTY OF MARTIN

(CORPORATE SEAL)

BY: *Joseph A. ...*
Secretary

BY: *Frankie Lamirand*
President

HERONWOOD HOMEOWNERS
ASSOCIATION, INC.

WITNESSES:

James C. ...
James A. ...

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed in its name, by its President, its Secretary and its Corporate Seal, affixed this 11th day of April, 1994.

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INCORPORATED

The Martin Downs Planned Unit Development was created August 8, 1980 by Southern Realty Group, Inc. The control of the 3,800 home development was turned over to the Martin Downs Property Owners Association (MDPOA) May 1, 2000. The Planned Unit Development covers an area of approximately 2,600 acres and is home to approximately 10,000 residents within 22 individual residential associations. An integral part of the community is the three major commercial shopping centers with banks, restaurants, medical facilities, specialty shops, general retail outlets, offices, and a supermarket. The master planned community also has an elementary school, a day care center, a middle school, and a church. Residents of Martin Downs not only have the convenience and comfort of having all of these services and amenities within walking distance of their homes; most also have the security of a twenty four hour patrol service operated by MDPOA.

The Martin Downs Property Owners Association is the Master Association and is organized to serve as the instrumentality of owners in the community for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of the Property for the benefit of all owners therein; the maintenance of the land and facilities; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its Articles of Incorporation, By-Laws, and Declaration; to acquire, hold, convey and otherwise deal with real and/or personal property in the Master Association's capacity as a property owners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

The mission of The Martin Downs Property Owners Association, Inc, is to preserve and enhance the property values and the quality of life of the property owners.

The functions and responsibilities of MDPOA are to:

1. Maintain the common grounds and structures owned by the Association.
2. Maintain the lakes, culverts, and other structures that make up the Water Management System.
3. Enforce the covenants, use restrictions, and by-laws of the Association.
4. Provide security services to our members in accordance with our documents.
5. Maintain the dedicated roadways and adjacent landscaping within the boundaries of the community..
6. Maintain and enhance the landscape along Martin Downs Boulevard and other related roadways.
7. Maintain the architectural standards of the common, public, and commercial properties.
8. Provide administrative support for and coordinate all issues within the Associations.
9. Coordinate operations with the various governmental agencies within Martin County and the State of Florida.

These responsibilities and activities are funded through assessments paid by the residential and commercial property owners.

The affairs of the Master Association are managed by a Board of Directors. Each Member of the Association shall appoint one member of the Board. The Board appoints an Executive Committee consisting of seven members. This Committee governs the MDPOA and consists of a representative from The Meadows, Monarch, West Villages, East Villages, Sunset Trace, Institutional Parcels, and the Association President. The day to day operation of the MDPOA is managed through the Executive Committee by an on-site Administrator. There are four standing committees made up of representatives from the above listed communities. These are Surface Water Management, Security, Budget, and Landscaping.