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INSTR # 5383974**OR BK 03599 PG 2207**RECORDED 03/15/02 02:45 PM
CHARLIE GREEN CLERK OF COURT
LEE COUNTY
RECORDING FEE 42.00
DEPUTY CLERK M BernardThis Instrument prepared by:
Peter J. Gravina, Esq.
PAVESE, HAVERFIELD, DALTON,
HARRISON & JENSEN, L.L.P.
1833 Hendry Street
Fort Myers, Florida 33901
(239) 334-2195**CERTIFICATE OF RECORDING****SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.**

WHEREAS, Southwind Owners Association at Fort Myers, Inc., (hereinafter "Association"), is a Florida corporation not-for-profit duly organized to operate Southwind Owners Association at Fort Myers, Inc., situate in Lee County, Florida; and

WHEREAS, the Bylaws of the Association have not heretofore been filed of public record; and

WHEREAS, Association wishes to record its Bylaws for the purpose of providing record notice as to the property within "Southwind" as operated by Association, further to its Charter, Articles and Declaration;

NOW, THEREFORE, in consideration of the foregoing premises, Southwind Owners Association at Fort Myers, Inc., hereby provides notice of the following:

1. Attached hereto as Exhibit "A" are the Bylaws of Southwind Owners Association at Fort Myers, Inc., as exist on the date hereof.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of said corporation, this 14 day of MARCH, 2002.

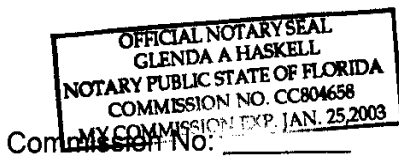
**SOUTHWIND OWNERS ASSOCIATION
AT FORT MYERS, INC.**

By: Peter J. Gravina, Attorney and
Agent for Association

STATE OF FLORIDA)
)
COUNTY OF LEE) SS:

The foregoing instrument was acknowledged before me this 14 day of MARCH, 2002, by Peter J. Gravina , Attorney and Agent for Southwind Owners Association at Fort Myers, Inc., a Not-For-Profit Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did not take an oath.

(Notary Seal)



Commission No: _____

Glenda A. Haskell
Signature of Notary Public

(Print, type or stamp commissioned name of Notary Public)

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BYLAWS OF
SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.

A Nonprofit Corporation

ARTICLE I
NAME AND LOCATION

The name of the corporation is **SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.** The principal office of the corporation shall be located at 1833 Hendry Street, Fort Myers, Florida 33901, but meetings of Members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

SECTION 1: "Association" means SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC., the purpose of which is to administer the Common Areas in accordance with the provisions of this Declaration and the governing documents of the Association.

SECTION 2: "Common Areas" means (i) those areas of land, together with improvements thereon, if any, either shown on the Development Plan or any Plat as such and intended to be devoted to the common use and enjoyment of the owners of the Properties, excluding any land and improvements which may have been dedicated to a governmental entity and accepted for maintenance by such governmental entity, and (ii) those areas of land, together with improvements thereon, as might be independently submitted as Common Areas by amendment to the DECLARATION by the Developer. The Surface Water Management System, if any, is hereby declared to be a part of the Common Properties and to the extent same lies outside the Properties, the Developer does hereby create easements for such purposes as are necessary or appropriate to the maintenance and use of the Surface Water Management System.

SECTION 3: "Developer" means, collectively, FDR PROPERTIES, L.L.C., and its successors and assigns in accordance with this Section 3. Developer may assign or pledge any or all of its rights reserved under the Land Use Documents upon and only upon a specific designation to such assignee in an instrument of conveyance or assignment. Unless otherwise agreed in such conveyance or assignment, such conveyance or assignment shall not be deemed to be an assignment of any of Developer's obligations, except from and after the date of actual exercise of such powers by the assignee, and then only as to such obligations that are incident to the exercise of such powers.

SECTION 4: "DECLARATION" shall mean and refer to the Declaration of Covenants and Restrictions of SOUTHWIND applicable to the planned development and recorded in the Public Records of Lee County, Florida.

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SECTION 5: "Land Use Documents" includes all documents affecting the use of the property including all permits, plats, development orders and approvals, the DECLARATION, Bylaws and the Articles of Incorporation of the Association.

SECTION 6: "Lot" means any portion of the Properties (other than the Common Properties shown on the Development Plan as intended to be separately subdivided, provided that from and after recordation of a Plat with respect to any portion of the Properties, Lots for such portion of the Properties shall consist of those Lots set forth on the Plat.

SECTION 7: "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Articles, Bylaws and DECLARATION.

SECTION 8: "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but shall not mean or refer to a mortgagee of such Lot unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

SECTION 9: "The Properties" shall mean the real property subject to the DECLARATION and the development of the said property for residential use under a Homeowners Association for the purpose of enhancing and protecting the value, attractiveness and desirability of the lots comprising such development.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1: Annual Meetings. The first annual meeting of Members shall be held within six (6) months after ninety percent (90%) of the lots have been sold and conveyed by Developer. Subsequent annual meetings of Members shall be held on the same day of the month of each year thereafter at the hour of seven o'clock p.m. If the day for the annual meeting of Members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

SECTION 2: Special Meetings. Special meetings of Members may be called at any time by the President or by two (2) members of the Board of Directors, or after seventy-five percent (75%) of the lots have been sold and conveyed by the Developer, upon written request of members who are entitled to vote one-half (½) of all votes of the membership.

SECTION 3: Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days, but not more than thirty (30) days before such meeting to each Member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for purpose of receiving notice. Such notice shall specify the day, hour and place of the meeting, and in the case of a special meeting the purpose of the meeting.

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SECTION 4: Quorum. The presence at the meeting, in person or by proxy, of Members entitled to cast a majority of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the DECLARATION, the Articles of Incorporation, or these By-Laws. If a quorum is not present 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 is present.

SECTION 5: Proxies. At all meeting of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the member of his or her Lot.

ARTICLE IV.
BOARD OF DIRECTORS, TERM OF OFFICE, REMOVAL

SECTION 1: Number. The affairs of the Association shall be managed by not less than three (3) Directors, who may be members of the Association.

SECTION 2: Term of Office. Directors shall serve one (1) year terms.

SECTION 3: Any Director may be removed by the Board of Directors, whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby, by a vote of the Board of Directors.

ARTICLE V.
BOARD OF DIRECTORS, POWER AND DUTIES

SECTION 1: Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations.

(b) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the DECLARATION, Articles of Incorporation, or by other provisions of these By-Laws.

(c) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

SECTION 2: Duties. It shall be the duty of the Board of Directors to:

(a) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;

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(b) As more fully provided in the DECLARATION, to:

(1) Fix the amount of the Periodic Assessment and any Special Assessments against each Lot in advance of each annual assessment year.

(2) Send written notices of each assessment to every owner subject thereto in advance of each assessment year.

(3) Foreclose the lien against any Lot for which assessments are not paid as provided in the DECLARATION or to bring an action at law against the owner personally obligated to pay the same.

(c) Issue, or cause an appropriate officer to issue on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates.

(d) Procure and maintain liability and hazard insurance on all property owned by the Association.

(e) Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(f) Cause the Common Areas to be maintained.

ARTICLE VI OFFICERS AND THEIR DUTIES

SECTION 1: Enumeration of Offices. The Officers of the Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary, 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 members.

SECTION 3: Term. The Officers of the Association shall be elected annually by the Board. Each shall hold office for a term of one (1) year unless he or she 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.

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SECTION 5. Resignation and Removal. Any Officer may be removed from office by the Board at any time with or without cause. 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 of the Board. The Officer appointed to such vacancy shall serve for the unexpired term of the Officer he replaces.

SECTION 7: Multiple Offices. The offices of Secretary and Treasurer may be held 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.

SECTION 8. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall sign all checks and promissory notes of the Association; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other instruments.

(b) Vice-President. The Vice-President shall act in the place of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(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 to all papers so requiring; serve notice of meetings of the Board to members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by law.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall keep proper books of the accounts; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of Members.

ARTICLE VII. COMMITTEES

The Developer or the Directors shall appoint a New Construction Review Board (NCRB), as provided in the DECLARATION. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

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ARTICLE VIII.
ASSESSMENTS

As more fully provided in the DECLARATION, and except as otherwise provided in the DECLARATION and in the Articles of Incorporation, each Member is obligated to pay to the Association Periodic and Special Assessments which are secured by a continuing lien on the property against which such assessments are made. All Periodic Assessments shall be paid as provided in the DECLARATION. Any assessments not paid when due are considered delinquent. If an assessment is not paid within ten (10) days after the due date, the assessment shall bear interest from the date when due at the rate established by the Board of Directors, not to exceed the maximum legal rate of interest, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against the Lot which is subject thereto. Interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common properties or abandonment of the Lot.

ARTICLE IX.
BOOKS AND RECORDS, INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any Member upon fifteen (15) days prior written notice. The DECLARATION, Articles of Incorporation, and By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

ARTICLE X.
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: **SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.**

ARTICLE XI.
AMENDMENTS

These By-Laws may be amended at a regular or special meeting of Members, by vote of two-thirds (2/3) of a quorum of members present in person or by proxy. Notwithstanding, the Bylaws may not be amended without the consent of Developer, as long as the Developer owns a Lot, or other real property which is included in the Development and the consent of the Land Mortgagee, if any, so long as a mortgage remains on the property subject to the Declaration.

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ARTICLE XII.
FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

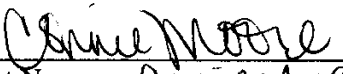
ARTICLE XIII.
CONFLICTS

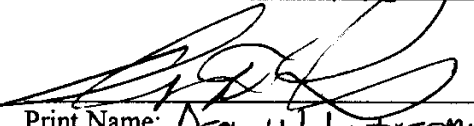
In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; in case of any conflict between the DECLARATION and the Articles, the DECLARATION shall control.

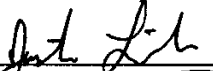
IN WITNESS WHEREOF, the Directors of SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC. have hereto set their hands this _____ day of _____, 1999.

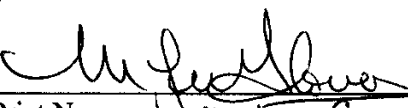
Witnesses:

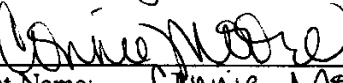

Print Name: M. LEE GLOVER


Print Name: Connie Moore

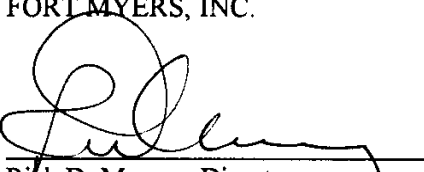

Print Name: Dean Williams



Print Name: Justin Linder

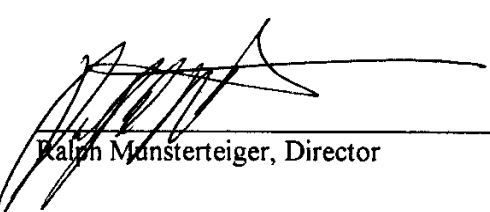

Print Name: M. LEE GLOVER


Print Name: Connie Moore

SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.


Rick D. Murray, Director


David A. Williams, Director


Ralph Munsterteiger, Director

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