

BY-LAWS
 OF
 SILVER LAKES - GATEWAY HOMEOWNERS ASSOCIATION, INC.
A Florida corporation Not-for-Profit

ARTICLE I

Definitions

Section 1. "Association" shall mean and refer to SILVER LAKES - GATEWAY HOMEOWNERS ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Florida.

Section 2. The "Properties" shall mean and refer to all of the property subject to that certain Declaration of Covenants, Restrictions, Easements, Charges and Liens for Silver Lakes recorded (or to be recorded) in the Public Records of Lee County, Florida (the "Declaration"), together with all such other property which may be added thereto consistent with the Declaration, but not including any property withdrawn from the provisions thereof.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 4. "Member" shall mean and refer to all those Owners who are members of the Association as provided in Article V of the Articles of Incorporation of the Association.

Section 5. Terms defined in the Declaration or Articles of Incorporation shall have the same meaning as provided therein.

ARTICLE II

Location

The principal office of the Association shall be located at the residence or place of business in Lee County, Florida, of the then President of the Association.

ARTICLE III

Membership

Section 1. Membership of the Association is as set forth in Article V of the Articles of Incorporation of the Association and Article III of the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each owner of, and becomes a lien upon, the Lots against which such assessments are made, as provided in Article VI of the Declaration. During any period in which a

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Member shall be in default in the payment of any assessment levied by the Association, the Member's right to use the recreational facilities, if any, of the Common Properties, may be suspended by the Board of Directors until such assessment has been paid. Further, such rights of a Member may be suspended, after notice and a hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Properties.

Section 3. All present and future Members shall be subject to these By-Laws and to the rules and regulations issued by the Association to govern the conduct of its Members.

ARTICLE IV

Use of Facilities

The Common Properties shall be limited to the use of the Members and their guests. In the event a Member shall lease or permit another to occupy his Home or Lot, the lessee or occupant shall, at the option of the Member, be permitted to enjoy the use of the Common Properties in lieu of and subject to the same restrictions and limitations as said Member. Any Member, lessee or occupant entitled to the use of the Association facilities, if any, may extend such privileges to members of his family residing in his household.

ARTICLE V

Board of Directors

Section 1. Number and Term. The number of Directors which shall constitute the whole Board shall not be less than three (3) nor more than nine (9) members, but shall be such number as the Board shall from time to time determine. An initial Board consisting of three (3) Directors shall be designated by the Developer to serve until the first annual meeting of the Association. At the first annual meeting after the Class B membership ceases, and at all subsequent annual meetings thereafter, the Members shall vote for and elect such number of Directors as is designated by the Board to serve for one (1) year terms and until their successors have been duly elected and qualified. All Directors must be Members of the Association or authorized representatives, officers or employees of the Developer, or corporate members of the Association.

Section 2. No Cumulative Voting. In any election of Directors, cumulative voting is prohibited, and Directors shall be elected by plurality voting.

Section 3. Vacancy and Replacement. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, even though less than a quorum, at a special meeting of Directors duly called for this purpose, shall choose a successor who shall hold office for

the unexpired term with respect to which such vacancy occurred and until his successor is duly elected and qualified. In the event a Director on the initial Board resigns, the Developer shall have the right to appoint another Director in his place.

Section 4. Removal. Directors may be removed for cause by an affirmative vote of two-thirds (2/3) of the total vote present at a duly convened meeting of the Members. No Director shall continue to serve on the Board if, during his term of office, he shall cease to be qualified to be a Director in accordance with Section 1 hereof.

Section 5. Powers.

(a) The property and business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by Statute, Declaration, Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the Members personally. These powers shall specifically include, but not be limited to, the following items:

1. To determine and levy Association assessments to cover the cost of operating and maintaining the Common Properties and portions of Lots, as provided in the Declaration, or for any other purpose required to carry out the intent of the Declaration. The Board of Directors may increase or decrease the assessments or vote a special assessment, if required, to meet any additional expenses.

2. To collect, use and expend the assessments to maintain, care for and preserve Common Properties and portions of Lots, as provided in the Declaration, or otherwise carry out the intent of the Declaration.

3. To make repairs, restore or alter the Common Properties after damage or destruction by fire or other casualty or as a result of the condemnation or eminent domain proceedings.

4. To open bank accounts and borrow money on behalf of the Association and to designate the signatories to such bank accounts.

5. To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the Declaration or rules and regulations adopted by the Association.

6. To make reasonable rules and regulations and to amend the same from time to time. Such rules and regulations and amendments thereto shall be binding upon the Members when the Board has approved them in writing and delivered a copy of such rules and all amendments to each Member. Such rules and regulations may, without limiting the foregoing, include reasonable limitations on the use of the Common Properties by guests of the Members as well as reasonable admission and other fees for such use.

7. To employ workmen, contractors and supervisory personnel and to purchase supplies and equipment to enter into contracts to provide maintenance and other services and generally to have the powers of Directors in connection with the matters hereinabove set forth.

8. To bring and defend actions by or against one or more Members as to matters relating to the Association, and to assess the Members for the cost of such litigation.

9. To hire a Managing Agent to perform and exercise the powers of the Board of Directors in the management of the Development.

10. To establish committees, appoint members thereto, define the power and operating procedures thereof and terminate committees so as to carry out the general intent of the Declaration.

(b) The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each of such committees to consist of at least three (3) Directors or Members, one of whom shall be a Director which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have power to sign all papers which may be required, provided the said resolution or resolutions shall specifically so provide. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Committees established by resolution of the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board, as required.

(c) Notwithstanding anything to the contrary contained in these By-Laws, so long as the Developer or its designee shall own membership interests representing in the aggregate at least ten (10%) percent of the total membership or more, the Board may not, without the Developer's prior written consent, (i) make any addition, alteration or improvement to the Common Properties, or (ii) assess any charges for the creation of, addition to or replacement of all or part of a reserve, contingency or surplus fund, or (iii) hire any employee where it results in a greater number of employees employed by the Association in its prior fiscal year, or (iv) enter into any service or maintenance contract for work not being performed by the Association in its prior fiscal year, or (v) borrow money on behalf of the Association, or (vi) reduce the services performed by the Association in its prior fiscal year.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

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Section 7. Meetings.

(a) The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of Association Members and immediately after the adjournment of same, at which time the dates, places and times of regularly scheduled meetings of the Board shall be set.

(b) Special meetings of the Board may be called by the President on two (2) days notice to each Director either personally or by mail or telegram. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of at least two (2) Directors.

(c) At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and an act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or by the Declaration or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting until a quorum shall be present.

(d) Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 8. Annual Statement. The Board of Directors shall furnish to all Members and shall present annually (at the annual meeting), a full and clear statement of the business conditions and affairs of the Association, including a balance sheet and profit and loss statement unaudited, and a statement regarding any taxable income attributable to the Members and a notice of the holding of the annual meeting of Association members.

Section 9. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be an expense of the Association.

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ARTICLE VI

Officers

Section 1. Elective Officers. The officers of the Association shall be chosen by the Board of Directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose one or more Assistant Secretaries and Assistant Treasurers and such other officers as in their judgment may be necessary. All officers must be either members of the Association or employees or designees of the Developer. Two or more offices may not be held by the same person, except for Secretary and Treasurer. The President and Vice-President shall be elected from the members of the Board of Directors.

Section 2. Election. The Board, at its first meeting after each annual meeting of the Association Members, shall elect a President, a Vice President, a Secretary and a Treasurer.

Section 3. Appointive Officers. The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Term. The officers shall hold office for a period of one (1) year or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed with or without cause, at any time, by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board at any regular or special Board meeting.

Section 5. The President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association Members and the Board, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and resolutions of the Board are carried into effect and shall have such other powers and duties as are usually vested in the office of President of a corporation organized not-for-profit under Chapter 617, Florida Statutes, as amended.

Section 6. The Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act and shall have such other powers and duties as are usually vested in the office of Vice President of a corporation organized not-for-profit under Chapter 617, Florida Statutes, as amended.

Section 7. The Secretary. The Secretary and/or Assistant Secretary shall attend all sessions of the Board and all meetings of Association Members and record all votes and the

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minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give or cause to be given, notice of all meetings of Association Members and special meetings of the Board and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall be.

Section 8. The Treasurer. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate chronological accounts of receipts and disbursements in books belonging to the Association, including the vouchers for such disbursements, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. These duties may also be exercised by a Managing Agent, if any, appointed by the Board.

The Treasurer shall disburse the funds of the Association as he may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

The Treasurer shall keep detailed financial records and books of account of the Association, including a separate account for each Member which, among other things, shall contain the amount of each Assessment, the date when due, the amount paid thereon and the balance remaining unpaid.

Section 9. Agreements, Etc. All agreements and other instruments shall be executed by the President or such other person as may be designated by the Board.

ARTICLE VII

Notices

Section 1. Definitions. Whenever, under the provisions of the Declaration or of these By-Laws, notice is required to be given to the Board of Directors or to any Director or Association Member, it shall not be construed to mean personal notice but such notice may be given in writing, by mail, by depositing the same in a post office or letter box in a

ARTICLE VIII

Meetings of Members, Quorums, Proxies and Waivers

Section 1. Annual Meetings. The regular annual meeting of the Members shall be held in each fiscal year, at such time, date and place as shall be determined by the Board of Directors. At such meeting there shall be elected by ballot of the membership a Board of Directors in accordance with the requirements of Article V of these By-Laws. The Members may also transact such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President or by any two or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth (1/4) of all the votes of the entire Membership, or who have the right to vote one-fourth (1/4) of the votes of any class of Membership.

Section 3. Quorum. As many Members as shall represent at least a majority of the total authorized votes of all Members, present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the Association for the transaction of business, except as otherwise provided by Statute, by the Declaration, the Articles of Incorporation of the Association or these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Association, the Chairman of the meeting shall have the power to adjourn the meeting to a time and date not more than thirty (30) days in the future; provided not less than five (5) days written notice of the adjourned meeting date shall be given to the Membership. At such adjourned meeting, as many Members as shall represent at least thirty-three and one third (33-1/3%) percent of the total authorized votes of all Members shall constitute a quorum and any business may be transacted which might have been transacted at the meeting originally called.

Section 4. Vote Required to Transact Business. When a quorum is present at any meeting, the vote of a majority of the Members present in person or represented by written proxy shall decide any question brought before such meeting and such vote shall be binding upon all Members unless the question is one upon which by express provision of statute, the Declaration, Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question.

Section 5. Right to Vote. Members shall be entitled to vote either in person or by proxy at any meeting of the Association. Any such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

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Section 6. Proxies. All proxies shall be in writing and shall be filed with the Secretary prior to the meeting which the same are to be used. A notation of such proxies shall be made in the minutes of the meeting.

Section 7. Waiver and Consent. Whenever the vote of the Membership at a meeting is required or permitted by statute or by any provision of the Declaration, Articles of Incorporation or of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

Section 8. Place of Meetings. Meetings shall be held at any suitable place convenient to the Members as may be designated by the Board of Directors and designated in the notices of such meetings.

Section 9. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member at least ten (10) days, but not more than thirty (30) days, prior to such meeting. The mailing of a notice in the manner provided by these By-Laws shall be considered notice served.

Section 10. Order of Business. The order of business at all meetings shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of minutes of preceding meeting;
- (d) Report of officers, if any;
- (e) Report of committees, if any;
- (f) Appointment of inspectors of election (in the event there is an election);
- (g) Election of Directors (in the event there is an election);
- (h) Unfinished business;
- (i) New business.

ARTICLE IX

Amendments

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of seventy-five (75%) percent of the total authorized votes of all Members present in person or by proxy; provided that the notice to the Members of the meeting contains a statement of the proposed Amendment of the By-Laws; and provided that the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or by applicable law; and

provided further that any matters stated herein to be or which are in fact covered by the Declaration may not be amended except as provided in such Declaration. No amendment shall be effective which would affect the rights or obligations of the Class B Member (the Developer) without the prior written approval of such Member. All amendments to these By-Laws shall be recorded in the Public Records of Lee County, Florida. The Federal Housing Administration or the Veterans Administration shall have the right to veto any of the above while either of such entities has an interest.

ARTICLE X

Acquisition of Lots

At any foreclosure sale of a lot, the Board of Directors may, with the authorization and approval by the affirmative vote of Members casting not less than sixty-six and two-thirds (~~66-2/3%~~) percent of the total authorized vote of the Members, present in person or by proxy, at any regular or special meeting of the Members wherein said matter is voted upon, acquired in the name of the Association, or its designees, a lot being foreclosed. The term "foreclosure", as used in this Article, shall mean and include any foreclosure of any lien, excluding the Association's lien for assessments. The power of the Board of Directors to acquire a lot at any foreclosure sale shall never be interpreted as any requirement or obligation on the part of said Board of Directors or of the Association to do so at any foreclosure sale, the provisions hereof being permissive in nature and for the purposes of setting forth the power of the Board of Directors to do so should the requisite approval of the Members be obtained. The Board of Directors shall not be required to obtain the approval of Owners at the foreclosure sale of a lot, due to the foreclosure of the Association's lien for assessment under the provisions of the Declaration, notwithstanding the sum that the Board of Directors determines to bid at such foreclosure sale.

ARTICLE XI

Parliamentary Rules

Roberts' Rules of Order (latest edition) shall govern the conduct of the Association's meetings when not in conflict with the Declaration or the By-Laws.

ARTICLE XII

Paramount Rights of Developer

All of the applicable terms and provisions of all of the Articles and the Sections hereunder of these By-Laws shall be subject to the applicable sections of the Declaration as

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rights and powers of the Developer, which rights and powers shall be deemed paramount to the applicable provisions of the Articles and Sections thereunder of these By-Laws.

ARTICLE XIII

General Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors, and the fiscal year may be a calendar year.

Section 2. Examination of Books and Records. Each Member or their respective representatives and first mortgagees, shall be entitled to a reasonable examination of the books and records of the Association at any time upon reasonable notice to its Board of Directors. The Declaration, Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member or first mortgagee at the principal office of the Association.

Section 3. Gender. Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Section 4. Severability. Should any of the covenants, terms or provisions herein imposed be or become unenforceable at law or in equity, the remaining provisions of these By-Laws shall nevertheless be and remain in full force and effect.

Section 5. Construction. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between the Declaration and these By-Laws the said Declaration shall control.

I HEREBY CERTIFY that the foregoing By-Laws of the above named Association were duly adopted by the Board of Directors of said Association on the 20th day of May, 1994.

SILVER LAKES - GATEWAY
HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not-for-profit

By: _____
President

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