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**CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED
BY-LAWS FOR TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

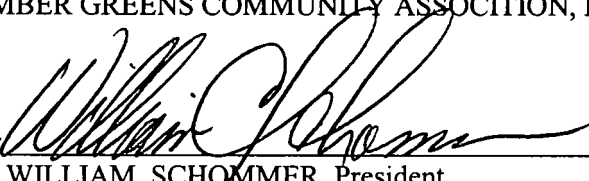
We, WILLIAM SCHOMMER, President and MARY LOU ERLNBUSH, as Secretary of Timber Greens Community Association, Inc., hereby certify that at a meeting of the members of Timber Greens Community Association, Inc., held on April 14, 2005, in accordance with the By-Laws for Timber Greens Community Association, Inc., wherein two-thirds (2/3) of the Members of the Association entitled to vote, approved the following Amended and Restated By-Laws of Timber Greens Community Association, Inc.:

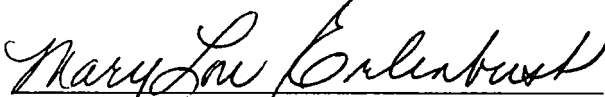
SEE TEXT ATTACHED HERETO AS EXHIBIT "A"

Dated this 30 day of April, 2005.

TIMBER GREENS COMMUNITY ASSOCIATION, INC.

(Corporate Seal)

By: 
WILLIAM SCHOMMER, President

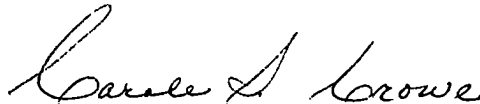

MARY LOU ERLNBUSH, Secretary



STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that this 30 day of April, 2005, before me personally appeared WILLIAM SCHOMMER, and MARY LOU ERLNBUSH, as President and Secretary, respectively of Timber Greens Community Association, Inc., to me known to be the persons who executed this Certificate of Amendment to the By-Laws for Timber Greens Community Association, Inc. and acknowledged before me according to law that each has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30 day of April, 2005.

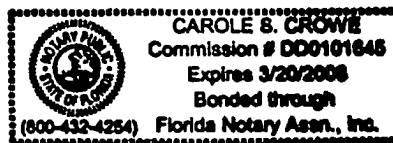


NOTARY PUBLIC, State of Florida at Large

Print Name: CAROLE S. CROWE

My Commission Expires: _____

344981.1



**AMENDED AND RESTATED
 BYLAWS OF
 TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

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

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**AMENDED AND RESTATED
BYLAWS
OF
TIMBER GREENS COMMUNITY ASSOCIATION, INC.**

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

These are the Bylaws of TIMBER GREENS COMMUNITY ASSOCIATION, INC. (hereinafter for convenience called the "Association"), a corporation not for profit, incorporated under the laws of the State of Florida.

**ARTICLE I
ASSOCIATION**

Section 1.1. Office. The initial registered office of the Association shall be 6333 Timber Greens Boulevard, New Port Richey, Florida 34655, or such other place as shall be designated by its Board of Directors.

Section 1.2. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31 of each year.

**ARTICLE II
DEFINITIONS**

All terms defined in the Master Declaration of Covenants, Conditions, and Restrictions for Timber Greens as amended and recorded in the public records of Pasco County, Florida (the "Declaration"), shall have the same meanings when used herein.

**ARTICLE III
MEMBERSHIP**

The members of the Association shall be as provided for in Article V of the Articles of Incorporation.

**ARTICLE IV
VOTING RIGHTS**

The Members shall have the voting rights set forth in Article V of the Articles of Incorporation.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. Selection: Terms of Office. The Board of Directors shall consist of five (5) persons. Until the time at which the Class B membership terminates, the Board of Directors shall be appointed and designated by the Class B membership. Any Director or Directors appointed by the Class B Member may be removed at any regular or special meeting or by written action without a meeting, and the successor of such removed Director may be designated by the Class B membership.

After the time at which the Class B membership terminates, the Board of Directors shall be elected at the time set forth in Section 5.2 hereof and in the manner set forth in Article VI of these Bylaws.

Section 5.2. Election of Directors by the Class A Members. After the time at which the Class B membership terminates as provided in Article V of the Articles of Incorporation, unless and until a majority of the Board of Directors elects to increase the size of the Board, the Board shall consist of five (5) directors who shall be elected in the following manner:

Each director shall be elected to serve a two year term and shall serve until their successor is elected or appointed. Directors' terms are staggered. Three (3) directors are to be elected at the annual meeting held in odd numbered years while two (2) directors are to be elected in even numbered years.

Section 5.3 Vacancies. Vacancies on the Board of Directors shall be filled by the majority of the remaining Directors, any such appointed Director to hold office for the balance of the term. The Board of Directors shall be elected at the time set forth in Section 5.2 hereof and in the manner set forth in Article VI of these Bylaws.

ARTICLE VI
ELECTION PROCEDURE

Section 6.1. Election of Directors. Votes cast for persons nominated for election to the Board of Directors shall be by written ballot as hereinafter provided. The persons receiving the largest number of votes shall be elected.

Section 6.2. Nominations Committee. Nominations for a full slate of Directors for election to the Board of Directors by the Members shall be made by the Nominations Committee. The Nominations Committee shall consist of three (3) persons appointed each year by the Board of Directors, one (1) of whom shall be a director, and two (2) of whom shall be non-directors. Members of the Nominations Committee shall be appointed each year by the Board of Directors at least sixty (60) days before the date on which the election of Directors is to be held. The slate of Directors to be nominated by the Nominations Committee shall be completed at least thirty (30) days before the date of such election.

In addition, nominations for the Board of Directors may be made by petition signed by any voting Member of the Association, provided that such petition is filed with the Secretary of the Association at least thirty (30) days before the date of the meeting at which the Directors are to be elected.

Nominations may be made from the floor at the meeting at which Directors are to be elected.

Section 6.3. Ballots. All elections to the Board of Directors shall be made on a written ballot which shall (a) describe the vacancies to be filled and (b) set forth the names of those nominated by the Nominations Committee for such vacancies and those nominated by any petition timely filed with the Secretary of the Association.

Section 6.4. Voting Procedures. The Owners of a Lot entitled to vote shall receive a ballot for such Lot at the Annual Meeting. After the ballots are marked, they shall be turned over to an Elections Committee which shall consist of three (3) Members appointed by the Board of Directors. The Elections Committee shall then adopt a procedure which shall establish that the number of ballots and proxies turned in by each Member correspond with

the number of Lots owned by such Member identified on the ballots and proxies as reflected in the records of the Association.

The election shall proceed in such a manner that the vote of any Member shall not be disclosed to anyone, including the Elections Committee. The result of the election shall be announced at the Annual Meeting and, if desired by the Board, by written announcement to the Members.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 7.1. Powers. The Board of Directors shall have the powers set forth in the Articles of Incorporation and as provided by Florida law.

Section 7.2. Director Absences. In the event that any member of the Board of Directors of the Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant and the provisions relating to the filling of a vacancy of the Board of Directors as set forth in these Bylaws shall govern the appointment of a replacement director of the Members.

Section 7.3. Duties. It shall be the duty of the Board of Directors:

7.3.1. To keep a complete record of all its acts and corporate affairs and to make reports of major acts and financial condition to the Members at the annual meeting or by written report in lieu of a report at said meeting.

7.3.2. To supervise all officers, agents, and employees of the Association.

7.3.3. To fix the amount of the annual Assessment against each Lot owned by a Member at least thirty (30) days in advance of the date any payment of such Assessment is due.

7.3.4. To prepare and maintain a roster of the Lots, and the Owners thereof and Assessments applicable thereto, which shall be kept in the offices of the Association and shall be open to inspection by any Member, and to send written notice of each Assessment to every Member.

7.3.5. To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether all assessments, including installments thereof, have been paid and identifying the amount of any unpaid Assessment and the period to, which such unpaid Assessment relates. Such certificate shall be conclusive evidence to the person to whom it is addressed of payment of any Assessment which is stated to have been paid.

7.3.6. To obtain and maintain an insurance policy or insurance policies for the protection of the Association covering the Common Area and covering such risks and with such deductible amounts as the Board of Directors shall determine.

7.3.7. To provide to any holder of a first mortgage, upon written request, a financial statement for the immediately preceding fiscal year.

7.3.8. To make, amend, and rescind from time to time Major Rules and Regulations governing the use of the Common Area and the Association and to assess fines for violation of the Declaration and the Major Rules and Regulations.

**ARTICLE VIII
DIRECTORS MEETINGS**

Section 8.1. Time and Place. Meetings of the Board of Directors may be held at any place within or without the State of Florida. The Board of Directors shall meet within fourteen (14) days following the close of the Annual Meeting of the Members. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board of Directors.

Section 8.2. Notice. The schedule for regular meetings of the Board of Directors shall be published to the Members. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday.

Section 8.3. Special Meetings. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any Director after not less than forty-eight (48) hours notice to each Director except in the case of an emergency and posted notice not less than forty-eight (48) hours in a place and location designated by the Board for posting of notices.

Section 8.4. Waivers, Consents, and Approvals. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approval shall be filed with the Association's records and shall be made a part of the minutes of the meeting but shall not be considered towards a quorum.

Section 8.5. Quorum. The majority of the Board of Directors shall constitute a quorum thereof.

Section 8.6. Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

**ARTICLE IX
OFFICERS**

Section 9.1. Officers. The officers shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer and may include such Assistant Secretaries and such Assistant Treasurers as the Board of Directors may determine. The President shall be a member of the Board of Directors.

Section 9.2. Majority Vote. The officers shall be chosen by majority vote of the Directors.

Section 9.3. Term. All officers shall hold office during the pleasure of the Board of Directors.

Section 9.4. President. The President shall preside at all meetings of the Board of Directors, and shall see that orders and resolutions of the Board of Directors are carried out, and sign all notices, checks, leases, mortgages, deeds, and all other written instruments as may be incidental to the orders and resolutions of the Board of Directors and the proper operation of the Association.

Section 9.5. Vice President. The First Vice President shall perform all the duties of the President in his or her absence or at the direction of the Board of Directors. Additional Vice Presidents, if appointed, shall have such responsibilities as may be delegated to them by the Board and shall perform all of the duties of the Vice President in his or her absence.

Section 9.6. Secretary. The Secretary shall be "ex officio" the Secretary of the Board of Directors, and shall record the vote and keep the minutes of all proceedings in a book to be kept for such purpose. The Secretary shall keep the records of the Association and shall record in a book kept for such purpose the names of all Members of the Association together with their addresses as registered by such Members.

Section 9.7. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall keep proper books of account and cause financial statements to be made at the completion of each fiscal year. The Treasurer shall prepare the annual budgets to be submitted to the Directors for review and approval and an annual statement of receipts and disbursements and the budget and statement of receipts and disbursements shall be presented to the membership as provided by Florida law.

ARTICLE X COMMITTEES

Section 10.1. Standing Committees. The Board of Directors may appoint such standing committees as it deems desirable. Each standing committee shall include a member of the Board of Directors. The standing committees may be appointed by the Board of Directors to serve until the close of the next Annual Meeting.

Section 10.2. Review of Complaints. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities in its field of responsibility as defined by the resolution of the Board of Directors appointing that committee. It shall dispose of such complaints as it deems appropriate or refer them to the Board of Directors.

ARTICLE XI MEETINGS OF MEMBERS

Section 11.1. Annual Meeting. The regular Annual Meeting of the Members shall be held on the first Tuesday in March of each ensuing year provided, however, if the day is a legal holiday, the meeting shall be held at the same hour on the following Thursday. The place of the Annual Meetings shall be determined by the Board of Directors.

Section 11.2. Special Meetings. Special meetings of Members may be called at any time by the President or by any two (2) or more members of the Board of Directors. Special meetings of the Members also may be called upon the written request of at least 10% of the total voting interests. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

Section 11.3. Notice. Notice of meetings of Members shall be given to the Members by the Secretary either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to their addresses appearing on the books of the Association. Each Member shall register such Member's address with the Secretary, and notices of meetings shall be mailed to such address. Notice of any regular or special meeting shall be mailed at least twenty (20) days in advance of the meeting, and shall set forth in general the nature of the business to be transacted.

Section 11.4. Quorum. The presence at the meetings of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes entitled to be cast shall constitute a quorum for any actions unless it is provided otherwise in the Declaration or the Articles of Incorporation, or elsewhere in these Bylaws.

ARTICLE XII PROXIES

Section 12.1. Form of Vote. At all meetings of Members, each Member entitled to vote may vote in person or by proxy, except as may be prohibited by law.

Section 12.2. Proxies. All proxies shall be in writing and filed with the Secretary of the Association. No proxy shall extend beyond a period of ninety (90) days after the date of the meeting for which it was given, and every proxy shall be revocable and shall automatically be void if the person granting the proxy ceases to be a Member.

**ARTICLE XIII
LENDER'S NOTICES**

Upon written request to the Association, identifying the name and address of the holder, insurer, or guarantor and the Lot number on which a security interest is held, any mortgage holder, insurer, or guarantor will be entitled to timely written notice of:

A. Any sixty (60) day delinquency in the payment of any assessments or charges owed by the Owner of any Lot on which it holds the mortgage.

B. Any action which affects title to Common Area, except for repairs, maintenance, and emergencies.

**ARTICLE XIV
INSURANCE AND FIDELITY BONDS**

Section 14.1. To the extent that coverage is available, the Association will maintain in effect casualty and liability insurance and fidelity bond or insurance.

Section 14.2. There shall be no judicial partition of the Common Area or any other part thereof, nor shall any person acquiring any interest in the Common Area or any part thereof seek such judicial partition. This provision may not be amended without the consent of all Members and the holders of all mortgages on Lots.

**ARTICLE XV
INDEMNIFICATION**

The Association shall indemnify any person who is or was entitled to indemnification in accordance with the Association's Articles of Incorporation.

**ARTICLE XVI
RESERVES**

The Association is required to establish and maintain an adequate reserve fund for the periodic maintenance, repair, and replacement of improvements to the Common Area and the portions of the Lots which the Association may be obligated to maintain. The reserve fund is to be funded from regular assessments for common expenses.

**ARTICLE XVII
INSPECTION OF BOOKS AND PAPERS**

The official records of the Association shall be subject to inspection or copying by any Member as provided by Chapter 720 of the Florida Statutes and as amended from time to time.

**ARTICLE XVIII
PARLIAMENTARY RULE**

Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with Florida Statutes, the Declaration, the Articles of Incorporation or these Bylaws.

**ARTICLE XIX
AMENDMENTS**

These Bylaws may be amended by two-thirds (2/3) of the Members of the Association entitled to vote, except as to those provisions where a greater vote is required.

ARTICLE XX
CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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