

EXHIBIT "C"
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BY-LAWS OF THE WOODLANDS
SECTION TWO, PHASE ONE ASSOCIATION, INC.

-ARTICLE ONE-

PAR. 1

This Corporation shall be known as "THE WOODLANDS SECTION TWO, PHASE ONE ASSOCIATION, INC., a not-for-profit Florida Corporation, and may be hereafter referred to as the Association.

PAR. 2

The Principle Office of the Corporation shall be the Section Two, Phase One Clubhouse located at 6101 White Oak Lane, Tamarac, Florida 33319.

PAR. 3

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

PAR. 4

The Seal of the Corporation shall bear the name of the corporation, the word "Florida", the words "Corporation Not For Profit" and the year of the incorporation.

PAR. 5

Every officer and director of the Corporation shall be indemnified by the Corporation against all expenses, liabilities and counsel fees incurred or imposed upon him as a result of any proceedings in which he may become involved by reason of his being or having been an officer or director of the Corporation, except in such cases where the officer or director is adjudged guilty by a majority vote of the Board of Directors and then by a majority vote of the membership of willful misfeasance, non-feasance, or malfeasance in the performance of his duties. No officer or director may act independently without the required consent of the Board by either a regular or a special meeting.

- ARTICLE TWO -

PURPOSES

PAR. 1

To promote good will and cooperation among the homeowners of Section Two, Phase One.

PAR. 2

To promote physical improvements and the general beautification of the Association.

PAR. 3

To participate in programs and civic affairs deemed to be in the best interests of the residents of Section Two, Phase One.

PAR. 4

To represent the views of the residents of Section Two, Phase One on matters of mutual interest and concern to them.

PAR. 5

To maintain Section Two as an area of high standards with residences, improvements, facilities and services designed for the comfort, pleasure, security, and welfare of its residents.

PAR 6

The By-Laws of Woodlands Section Two, Phase One shall serve in conjunction with the Articles of Incorporation dated August 16, 1971 document number 721528.

- ARTICLE THREE -

MEMBERSHIP

PAR. 1

The membership of the Association shall consist of all adult lot owners whose properties are located in The Woodlands, Section Two, Phase One.

PAR. 2

Any assessments, fees and charges imposed by this Association upon its members in accordance with these By-Laws shall be paid as determined by a vote of the Board of Directors.

PAR. 3

Each lot shall be entitled to 1 vote.

PAR. 4

Notice of the annual November general membership meeting will be given by the President or corresponding Secretary in writing to each member at his address as it appears on the books of the Association and shall be mailed or delivered at least 5 days prior to the date of the meeting. At the above mentioned meeting the slate of officers and budget for the coming year will be approved

PAR. 5

Special meetings may be called by the President or by a written request of 12 homeowners of the Association.

PAR. 6

A quorum for any membership meeting shall consist of those members present and entitled to vote, even if less than a majority. The acts approved by a majority of the vote of the members present at a meeting shall constitute the acts of the entire membership, except where approval by a greater number of members is required by the Declaration of Restriction, the Articles of Incorporation, or by these By-Laws.

PAR. 7

Votes may be cast in person or by proxy. Proxies may be cast by any member entitled to vote, and shall be valid only for the particular meeting

designated therein, and must be filed with the Recording Secretary of the Corporation before the appointed time of the meeting.

PAR. 8

Membership of the Corporation shall consist of that adult person or persons, corporation or firm in whom title to one or more homes in Section Two, Phase One is vested. However, there shall exist only so many votes as there are homes in Section Two, Phase One, with the vote being allotted to and counted for each home.

PAR. 9

Meetings shall be conducted as prescribed in Roberts Rule of Parliamentary Procedure.

- ARTICLE FOUR -

DIRECTORS

PAR. 1

The Board of Directors of the Corporation shall be up to 21 directors elected by the membership of the Corporation, as hereinafter set forth, including all elected officers of the Corporation and the immediate past president of the Corporation.

PAR. 2

The business of the Corporation shall be managed by the Board of Directors. It shall be the duty of the Board to make recommendations to the membership of the Corporation and to report on questions or matters referred to it by the membership for consideration. None of the powers of this Board shall at any time be interpreted as to operate against or deprive any member of any rights, privileges or benefits to which he may be lawfully entitled under the Constitution, Articles of Incorporation, or By-Laws of this Corporation.

PAR. 3

Election of Directors shall be conducted in the same manner and at the same time as prescribed for the elected officers of this Corporation. In the event of a willful absence of a director for three consecutive regular meetings of the Board, his position on the Board may be declared vacant by a majority vote of the Board. If a vacancy occurs for any reason, including the foregoing, the remaining directors, by a majority vote, may elect a successor to hold office for the unexpired term in respect to which such vacancy occurred, or until the next regular election meeting of the membership of the Corporation. It is incumbent of each Board member to notify a fellow Board member who will attend said meeting, of his planned absence and legitimate reason for same.

PAR. 4

A quorum at directors meetings shall consist of 7 members of the Board of Directors. The acts approved by a majority of those present at which a quorum is present shall constitute the acts of the Board of Directors except where approval by a greater number of Directors is required by Articles of Incorporation of these By-Laws.

PAR. 5

In the event that a quorum of the Board of Directors is not present for a Board meeting, any member of the Board present shall have the right to then call for an adjournment of the meeting. AT any adjourned meeting, any business which might have been transacted at the meeting as originally called for can be transacted without further notice at a future meeting.

PAR. 6

The Board of Directors shall meet as determined by the Board of Directors with appropriate notice given.

- ARTICLE FIVE -

OFFICERS

PAR. 1

The Executive Officers of the Corporation shall be a President, Vice President, Second Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.

PAR. 2

No officer may hold more than one elective office.

PAR. 3

The President shall be the chief executive officer of the Corporation for the purpose of representing it at all functions outside meetings of civic, municipal, state, homeowners or any other associations, groups or bodies which may involve the welfare of this Corporation and/or its members, and shall report not decide to the members on the proceedings of such functions and meetings. He or she shall preside at all meetings of the membership and directors of the Corporation. He shall put into effect by a vote of the Board all orders and resolutions of the Board of Directors and the membership be carried into effect. He shall also have the power to appoint committees from among the members and shall have such powers and duties as are usually vested in the office of a president of such a corporation.

PAR. 4

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President.

PAR. 5

The Second Vice-President shall in the absence or disability of the President and First Vice President exercise the powers and perform the duties of the President.

PAR. 6

The Treasurer shall have custody and oversee the corporate funds. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depository as may be designated by the Board of Directors. He shall disburse funds of the Corporation as may be ordered by the Board or the membership and shall take and retain proper vouchers for such disbursements. He cannot make any commitments or pay expenses without approval by the Board of Directors. He

shall render to the President and Directors at Board meetings and to the regular membership at membership meetings, an account of his transactions as Treasurer and of the financial condition of the Corporation.

PAR. 7

The Recording Secretary shall take and keep all minutes of all proceedings at meetings of the members and the Board of Directors in appropriate books and tapes. He shall be the official custodian of the records and seal of the Corporation. He shall be fully responsible for all copies of tapes of any and all meetings for a minimum of 18 months.

PAR. 8

The Corresponding Secretary shall issue all notices to the membership at the direction of the President.

- ARTICLE SIX -

ELECTIONS

PAR. 1

There shall be a nominating committee appointed by the Board of Directors of Section Two, Phase One consisting of Section Two.

PAR. 2

The Nominating committee shall submit a list of candidates for members of the Board of Directors to the membership of the Corporation at the annual membership meeting in November of each year, at which meeting independent nominations for any office and/or the Board of Directors may be made from the floor by any member. A nominee must be in good standing and not indebted to the Association.

PAR. 3

No nomination shall be deemed valid unless the proposed candidate shall indicate his willingness to serve, if elected, either in person at the time of his nomination, or by letter signed by him and delivered to the President before the election.

PAR. 4

Regular elections shall be held at the regular November membership meeting of each year and shall be conducted according to the manner prescribed by Roberts Rules of Order. At least 25 percent of eligible voters shall constitute a quorum (including proxies) for the purpose of Elections. The newly elected Board will select the officers at their first Board meeting in December.

PAR. 5

All elected officers and members of the Board of Directors shall be installed and take office at the December membership meeting of each year.

PAR. 6

No officer or director shall receive compensation for any service he may render to the Corporation. However, he may be reimbursed for an actual

expense he may incur in the performance of his duties, upon approval by a majority vote of the Board of Directors.

PAR. 7

A budget must be presented for acceptance by the membership for the coming fiscal year at the November General Meeting.

- ARTICLE SEVEN -

BOOKS & RECORDS

PAR. 1

All books, records and papers of the Corporation shall be available for inspection by any member at any regular or special membership meeting and at such reasonable times as may be designated by the President or the Board of Directors.

PAR. 2

All funds of the Corporation, other than those held in an escrow account by the Woodlands Homeowners Association, Inc., shall be deposited immediately upon receipt thereof in a depository designated by the Board of Directors to credit the account of Section 2 and in the name of the Corporation, and shall be withdrawn only for the purpose and uses of the Corporation as authorized and directed by the Board of Directors and/or the membership at regular meetings of the respective bodies. Such withdrawals shall be by voucher or check in the name of the Corporation and signed by the President or Vice President and countersigned by the Treasurer.

PAR. 3

No officer shall make or agree to any commitment by or on behalf of the Corporation, nor incur any liability, debt or charge against the Corporation for any expenditure or activity, without the prior approval of the Board of Directors and the majority vote of the membership of the Corporation given at regular or special meetings called for such purpose.

PAR. 4

Each member is obligated to pay to the Corporation annual and/or special assessments voted by a majority of all the members at regular or special meetings called for such purpose. Any assessments not paid when due shall be considered delinquent. If such assessment is not paid within thirty days after its due date, the Corporation, thirty days after notice by registered mail, may take such legal steps as are available to it to collect the assessment and interest, at prevailing rates, late charges, costs and reasonable attorney's fees shall be added to the amount of such assessment.

- ARTICLE EIGHT -

DECLARATION OF RESTRICTIONS

PAR. 1

No officer of the Board of Directors, nor the Board as a whole, can authorize the expenditure of a sum greater than indicated in the current minutes.

PAR. 2

No trade, business, profession or any type of commercial activity shall be carried on upon any lands in the Woodland Section Two, Phase One.

PAR. 3

The use of the clubhouse, pool and athletic facilities are subject to the rules and regulations adopted by a majority vote of the Board of Directors of Section Two, Phase One as outlined in Section 2 Handbook.

- ARTICLE NINE -

AMENDMENTS

The by-laws of the Corporation may be amended in the following:

A. Thirty days notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and voted upon.

B. A resolution setting forth a proposed amendment signed by at least five members of the Board of Directors shall be submitted to the President. He shall then cause at least 30 days written notice of the proposed amendment to be given to the membership, setting forth the matter described in "A" hereof, together with the date and time when the same shall be considered and voted upon. If a majority of the members present at the meeting shall concur in and adopt the proposed amendment, it shall be deemed adopted and shall become a part of these By-Laws as of the date of its adoption.

C. No amendment shall discriminate against any homeowner nor shall it be in conflict with the Articles of Incorporation of the Corporation.

ARTICLE TEN

SPECIAL MEETINGS

PAR. 1

Any member of the Board of Directors may call for a special meeting of the Board by a written resolution with five members of the Board of Directors confirming by their signature. Twenty-four hour notice is required. All Board members will be notified by telephone or in writing.

These By-Laws approved by the
WOODLANDS SECTION II, PHASE I
ASSOCIATION, INC.

Board of Directors

Date May 22 - 1991

Approved by ASSOCIATION MEMBERS

Date May 22, 1991