

AMENDED AND RESTATED
BYLAWS
OF
NATURE'S EDGE COMMUNITY ASSOCIATION, INC.

A corporation not for profit
under the laws of the State of Florida

1. Identity. These are the Amended and Restated Bylaws of NATURE'S EDGE COMMUNITY ASSOCIATION, INC. (hereinafter "Bylaws"), a corporation not for profit formed under the laws of the State of Florida (herein called the "Association"). The Association has been organized for the purpose of promoting the health, safety and welfare of the Owners of the Lots or Units located within Nature's Edge Community. The terms and conditions of these Bylaws are expressly subject to the terms, provisions, conditions and authorizations contained in the Declaration of Covenants and Restrictions, as amended and/or restated from time to time, and the Articles of Incorporation of Nature's Edge Community Association, Inc., as amended and/or restated from time to time.

1.1 The office of the Association shall be located at 7079 Tamarind Drive, Lake Wales, Florida 33898, or any other location as is determined from time to time by the Association's Board of Directors.

1.2 The fiscal year of the Association shall end on December 31 of each calendar year, and begin on January 1 of each calendar year.

1.3 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 incorporation, an impression of which is as follows:

1.4 Definitions. THIS IS NOT A CONDOMINIUM ASSOCIATION. NATURE'S EDGE COMMUNITY ASSOCIATION, INC. IS NOT SUBJECT TO THE CONDOMINIUM STATUTE OF THE STATE OF FLORIDA.

1.5 All terms used in these Amended and Restated Bylaws shall have the same meanings as those terms used in the Amended and Restated Declaration of Covenants and Restrictions, as the same has been recorded contiguously with these Amended and Restated Bylaws.

2. Owners' Meetings.

2.1 The Annual Owners' meeting shall be held at the recreation building (or other place in Polk County, Florida, designated by the Board of Directors) at a time and place to be designated by the Board of Directors, during the months of January or February of each year, for the purpose of electing directors and conducting such business as is authorized to be transacted by the Owners. The Owners shall meet at least once in every calendar year.

2.2 Special Owners' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from Owners entitled to cast two-thirds (2/3) of the votes of the membership.

2.3 Except as otherwise provided by Florida law, notice of all Owners' meetings stating the time and place, and the purpose for which the meeting is called, shall be given by the President, Vice President or Secretary, unless waived, in writing. Such notice shall be in writing to each Owner at his address as it appears on the books of the Association and shall be mailed or delivered not less than twenty-one (21) days, nor more than sixty (60) days, prior to the date of the meeting. Proof of such mailing or delivery shall be given by the affidavit of the person giving the notice. In addition, a notice of each meeting of the membership shall be posted at a conspicuous place within the Nature's Edge Community at least fourteen (14) days prior to each meeting of the Owners. Attendance at any Owners' meeting, annual or special, by an Owner constitutes a waiver of notice unless at the beginning of the meeting he objects to it because it is not legally called.

2.4 A quorum at Owners' meetings shall consist of the representation of thirty percent (30%) of the Owners within the Nature's Edge Community which are entitled to vote. All decisions at an Owners' meeting shall be made by a majority of the Owners represented at the meeting at which a quorum is present, except when approval by a greater number of Owners is required by the Declaration of Covenants and Restrictions, the Articles of Incorporation, or these Bylaws as any one of these documents may be amended.

2.5 Voting

A. In any meeting of the Members, the Owner of any Lot or Unit in the Nature's Edge Community which is subject by covenants of record to assessment by the Association, shall be entitled to cast one vote for each Lot or Residence. Where an Owner owns more than one adjoining Lot and maintains a residence thereon, the Owner shall be deemed the Owner of a single Lot and one undivided interest in the Association and shall be entitled to cast one vote.

B. If a Unit is owned by one person, his right to vote shall be established by the record title to his Unit. If a Unit is owned by more than one person, only one of the record Owners shall cast the vote for the Unit and it may be presumed by the Association that the person purporting to cast the vote for a particular Unit is authorized by the Owners of the Unit to cast that vote. In the event of a dispute among the Owners of a Unit as to the person entitled to cast the vote of that Unit, no Owner shall be able to cast the vote of that Unit until such time as the dispute is resolved and the Unit Owners of record have filed with the Association a certificate in writing, designating the person to cast the vote for the Unit, which certificate must be signed by at least a majority of Owners of record of the particular Unit. If a Unit is owned by a corporation, the person entitled to cast the vote for the Unit (who shall be one of the current officers or directors of the corporation) shall be designated by a certificate signed by a corporate officer and filed with the Association at or prior to the particular

meeting. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Unit concerned. A certificate designating the person entitled to cast the vote of a corporation or an agreement in writing, settling a dispute as to the person entitled to cast the vote for the Unit owned by more than one, may be amended or revoked from time to time. Such amendment or revocation by a corporation shall be signed by any person authorized to act for the corporation and an amendment or revocation settling a dispute shall be executed by a majority of the Unit Owners. If the certificate to be filed by a corporation or an agreement in writing to settle a dispute among owners of a Unit is not on file, the vote of such Unit and the Owners thereof shall not be considered in determining the requirement for a quorum or any other purpose.

2.6 Proxies. Votes at any membership meeting may be cast in person or by proxy. Any person who has reached at least eighteen (18) years of age, and has not been adjudicated as incompetent, may be named a proxy. A person named as a proxy need not be an Owner. A proxy may be made by any Owner entitled to vote and shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. Every proxy shall be revocable at any time at the pleasure of the Owner executing it and shall automatically expire upon the conveyance by the Owner of his Unit, or ninety (90) days after the date of the meeting for which it was originally given. Each proxy shall specifically set forth the name of the Owner voting by proxy, and the name of the person authorized to vote the proxy for the Owner. Each proxy shall contain the date, time and place of the meeting for which the proxy is given, and if a limited proxy, shall set forth those items which the holder of the proxy may vote, and the manner in which the vote is cast.

An Owner participating in a vote through Proxy may submit their Proxy by mail, delivery, FAX or other electronic transmission permitted by Florida law, provided said Proxy contains the features specifically set forth above, and includes the Owner's signature.

2.7 Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.8 The order of business at annual Owners' meetings and as far as practical at other Owners' meetings, shall be:

- A. Calling of the roll and certifying of proxies
- B. Proof of notice of meeting or waiver of notice
- C. Reading and disposal of any unapproved minutes
- D. Reports of officers
- E. Reports of committees
- F. Election of inspectors of election
- G. Election of directors
- H. Unfinished business
- I. New business
- J. Adjournment

2.9 Waiver of Notice. The Owners may waive notice of any specific Owners' meeting in writing or orally before or after any meeting.

2.10 Minutes. Minutes of each annual and any special Owners' meeting shall be kept in a businesslike manner by the Secretary of the Association, or any other member as designated by the Board of Directors, and shall be available for inspection by Unit Owners and Members of the Board of Directors at all reasonable times upon reasonable advance written notice to the Secretary, given in accordance with the Florida Statutes.

3. Board of Directors: Members and Duties.

3.1 Board of Directors. The affairs of the Association shall be managed by a Board of five (5) Directors. The number of directors may be changed by amendment of the Bylaws of the Association.

3.2 Membership, Qualification, Elections. All Directors shall be members of the Association and shall be elected by the members by secret ballot. At such election the Members or the holders of their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes, regardless of whether such number constitutes a majority of the votes cast, shall be elected. Cumulative voting is not permitted.

3.3 Term. The Directors shall be elected for staggered two (2) year terms. The even number of Directors (i.e., two [2]) shall be elected during the even numbered years and the odd number of Directors (i.e., three [3]) shall be elected during the odd numbered years.

3.4 Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings (except for any such meeting at which the adoption of the annual budget is to be considered) shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting, and shall be posted on a conspicuous location in the community at least 48 hours prior to each meeting, except as in an emergency, as provided by Florida law. Additional notice shall be provided where appropriate, in accordance with Florida law.

3.5 Special Meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Notice of special meetings (except for any such meeting at which the adoption of the annual budget is to be considered and except for an emergency) shall be given personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting. Additionally, notice of any special meeting of the Directors shall be posted on a conspicuous location in the community at least 48 hours prior to each meeting, except as in an emergency, as provided by Florida law. Additional notice shall be provided where appropriate, in accordance with Florida law.

3.6 Directors' Meetings Open. All meetings of the Board of Directors shall be open to all Unit Owners.

3.7 Meeting to Adopt Annual Budget. The Owners must be given not less than fourteen (14) days written notice of the time and place of the meeting at which the Board of Directors will consider the annual budget. A copy of the proposed annual budget of common expenses and proposed assessments must be mailed or delivered to the Owners with the written notice of such meeting. The meeting shall be open to all of the Owners.

3.8 Waiver of Notice. Any Director may waive the notice of a meeting to which he is entitled before or after the meeting and such waiver shall be deemed equivalent to the giving of notice to such Director.

3.9 A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Declaration of Covenants And Restrictions, the Articles of Incorporation or these Bylaws, as they may be amended.

3.10 Adjourned Meetings. If at any meeting of the Board of Directors there be 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.

3.11 Joinder in Meeting by Approval of Minutes. A member of the Board of Directors may join by written concurrence in any action taken at a meeting of the Board, but such concurrence may not be used for the purposes of creating a quorum.

3.12 The presiding officer of Directors' meetings shall be the President. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

3.13 The order of business at Directors' meetings shall be:

- A. Calling of roll
- B. Proof of due notice of meeting
- C. Reading and disposal of any unapproved minutes
- D. Reports of officers and committees
- E. Election of officers (if necessary)
- F. Unfinished business
- G. New business
- H. Adjournment

3.14 Directors' Compensation. No director shall be compensated for acting as a Director. That said, a director may be reimbursed for expenses incurred on behalf of the Association.

3.15 Committees. The Board of Directors may from time to time appoint committees of Owners within Nature's Edge Community Association to fulfill any purpose as deemed necessary by the Board of Directors. Such committees are entitled to exercise only the powers expressly delegated to them by the Board of Directors.

3.16 Rules and Regulations. The Board of Directors may adopt, amend, and rescind rules and regulations concerning the operation and use of the Nature's Edge Community, its property and facilities. The rules and regulations shall apply uniformly to all owners, occupants and guests, and shall not conflict with the Declaration Of Covenants And Restrictions, Articles of Incorporation, or these Bylaws, as amended from time to time.

3.17 Roberts Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Covenants and Restrictions, the Articles of Incorporation, the Bylaws, any rules and regulations of the Association, or Florida law, as any may be amended from time to time.

4. Officers.

4.1 The executive officers of the Association shall be a President, who shall also be a Director, a Vice President, who shall also be a Director, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and shall serve at the pleasure of the Board of Directors. Any person may hold two or more offices, except that the President shall not also be the Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

4.2 The President shall be the chief executive officer of the Association, and shall be an ex officio member of any such standing committees except any nominating committee. He or she shall have all of the powers and duties usually vested in the office of President of an Association, including but not limited to the power to appoint members for committees from among the Owners from time to time, as the President in his or her discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

4.3 The Vice President shall in the absence or disability of the President exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

4.4 The Secretary shall keep the minutes of all proceedings of the Directors and the Owners. The Secretary shall attend to the giving and serving of all notices to the Owners and Directors and other notices required by law. The Secretary shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. The Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the Directors, the President, or in accordance with Florida law.

4.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. The Treasurer shall keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties regularly incident to the office of Treasurer, in accordance with Florida law.

4.6 Compensation. No officer or Director of the Board shall be paid compensation for acting as such. That said, an officer or director may be reimbursed for expenses incurred on behalf of the Association. An officer or Director may be employed by the Board for wages, salary, or as an independent contractor.

4.7 All officers serve at the pleasure of the Board of Directors. Any officer may be removed by a majority vote of the Directors at a special meeting called for that purpose.

4.8 Records. The Association shall maintain accounting records for the Association for a period of seven (7) years, which records shall be kept according to good accounting practices in accordance with Florida law, which include, but shall not be limited to:

A. Accurate, itemized, and detailed records of all receipts and expenditures of the Association;

B. A current account and a monthly statement of the account of each Unit designating the name of the Unit Owner, the due date, the amount of each assessment, the amount paid upon the account, and the balance due.

C. All audits, reviews, accounting statements, and financial reports of the

Association .

4.9 The Association shall maintain the following records and any other additional records as required by law:

A. A copy of the plans, permits, warranties, and other items provided by the Contractor with respect to facilities and improvements.

B. The original or a photocopy of the recorded Declaration Of Covenants And Restrictions and each Amendment thereto.

C. The original or a photocopy of the recorded Bylaws of the Association and each Amendment thereto.

D. A certified copy of the Articles of Incorporation of the Association and each Amendment thereto.

E. A copy of the current rules of the Association.

F. Minutes of all meetings of the Association, of the Board of Directors and of the Owners, which Minutes shall be contained in books and shall be retained for a period of not less than seven (7) years.

G. A current roster of all Owners and their mailing addresses, Unit numbers and, if known, telephone numbers.

H. Voting certificates of Corporations and dispute settlement agreements of Owners, when required.

I. All current insurance policies of the Association.

J. A copy of any management agreement, lease, or other contract to which the Association is a party, or under which the Association or the Owners have an obligation and/or financial responsibility.

K. Bills of sale or transfer (including, but not limited to deeds) for all property owned (or once owned) by the Association.

L. Ballots, sign-in sheets, voting proxies, and all other papers relating to elections, which records shall be maintained for a period of one (1) year from the date of the meeting to which the record relates.

M. A copy of the disclosure summary described in 720.401(1), Florida Statutes.

N. All other written records of the Association not specifically included in the foregoing which are related to the operation of the Association.

All records shall be maintained in Polk County, Florida and shall, upon written request, be open to inspection by any Owner or his representative at reasonable times and in accordance with Florida law. The right to inspect includes making or obtaining copies at the Owner's expense.

4.10 Financial Review. The Board of Directors may provide for a financial review, audit, or report from an independent certified public accountant of the financial affairs of the Association, and shall provide any of same in accordance with the requirements of Florida law, as amended from time to time.

4.11 Fidelity Bonds. The Board of Directors may require fidelity bonds from all Directors and officers handling or responsible for Association funds; such bonds shall be a common expense of the Association.

4.12 Fiscal Management. The fiscal year of the Association shall be the calendar year, as additionally provided in the Articles of Incorporation of the Association. The Board of Directors shall adopt a budget for the Association for every fiscal year in accordance with the

Declaration of Covenants and Restrictions, as the same may be amended and/or restated from time to time. All funds of the Association not employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may elect. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the members of the Board of Directors. As provided otherwise in the Articles of Incorporation or the Declaration of Covenants and Restrictions, as they may be amended and/or restated from time to time, and as required by Florida law, the Association shall prepare an annual financial review, report or audit as required by law.

5. Amendments. These Bylaws may be amended in the following manner:

5.1 A proposed amendment to the Bylaws may be offered by either the Board of Directors or the petition of twenty-five percent (25%) of the Owners of the Units within Nature's Edge Community. Such amendment shall be considered at an annual or special meeting of the members (such meeting to be held within ninety (90) days from the proposal), and the vote of the members as to the proposed amendment may be expressed at the approval meeting in person or by proxy. Approval of the proposed amendment shall be by not less than fifty-one percent (51%) of the Owners present in person or by proxy, at a duly noticed meeting of the Owners at which a quorum is present.

5.2 Execution and Recording. No amendment to the Bylaws shall be valid unless a copy of such amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Bylaws, executed by the appropriate officers of the Association with the formality of a deed, and recorded in the Public Records of Polk County, Florida.

6. Rules and Regulations. The Association may adopt reasonable rules and regulations to be uniformly applied to all of the Owners, governing the details of the operation and use of the Nature's Edge Facilities and Nature's Edge Community. Such rules and regulations may be adopted, amended, or rescinded by a majority of the Board of Directors.

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE BYLAWS OF NATURE'S EDGE COMMUNITY ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned officers of NATURE'S EDGE COMMUNITY ASSOCIATION, INC. (hereinafter referred to as the "Corporation") hereby certify as follows:

First

A true and correct copy of the full text of the Amended and Restated Bylaws are attached hereto.

Second

The Amended and Restated Bylaws contain amendments to the bylaws requiring Member approval.

Third

The Amended and Restated Bylaws were approved at the meeting of the Members held on the 5th day of December, 2006, and the number of votes cast by the Members in favor of the Amended and Restated Bylaws were sufficient for approval.

IN WITNESS WHEREOF, we the undersigned President and Secretary of the Corporation have made and signed these Articles of Amendment and Restatement of the Bylaws this 14th day of December, 2006.

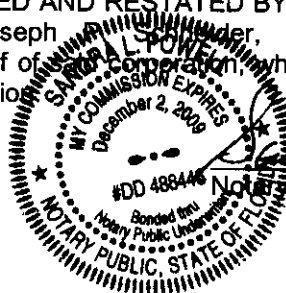
NATURE'S EDGE COMMUNITY ASSOCIATION, INC.

BY: Joseph P. Schneider
Joseph P. Schneider, as President

BY: Ronald C. Fagner
Ronald C. Fagner, as Secretary

**STATE OF FLORIDA
COUNTY OF POLK**

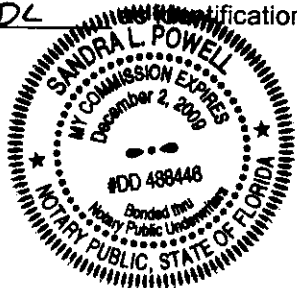
The foregoing AMENDED AND RESTATED BYLAWS were acknowledged before me this 14th day of December, 2006, by Joseph P. Schneider, President, of NATURE'S EDGE COMMUNITY ASSOCIATION, INC., on behalf of said corporation, who is personally known to me or who has produced FL DL as identification.



Sandra L. Powell
Notary Public - State of Florida

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing AMENDED AND RESTATED BYLAWS were acknowledged before me this 14th day of December, 2006, by Ronald C. Fagner, Secretary, of NATURE'S EDGE COMMUNITY ASSOCIATION, INC., on behalf of said corporation, who is personally known to me or who has produced FL DL as identification.



Sandra L. Powell
Notary Public - State of Florida