

Record and Return to:
Cheyenne R Young, Esq.
Clayton & McCulloh
1065 Maitland Center Commons Blvd.
Maitland, FL 32751

**NOTICE OF RECORDING AMENDED BYLAWS OF BRIGHT WATER PLACE
HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That on this 21 day of JANUARY, 2005, the undersigned BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, (hereinafter referred to as the "Association") pursuant to Florida Statutes, the BRIGHT WATER PLACE AMENDED DECLARATION OF COVENANTS AND RESTRICTIONS, recorded in Official Records Book 1250, Page 2387, *et seq.*, of the Public Records of Lake County, Florida, as amended and supplemented, and the ARTICLES OF INCORPORATION OF BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., as amended, (hereinafter referred to as the "Articles of Incorporation"), hereby certifies that the AMENDED BYLAWS OF BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., (hereinafter referred to as the "Amended Bylaws"), a copy of which Amended Bylaws are attached hereto and by reference made a part hereof, were duly adopted on the 20th day of January, 2005. Said Amended Bylaws were approved pursuant to Article 10 of the Articles of Incorporation at the 2005 Annual Members Meeting. Proper notice was given for the January 20, 2005 meeting (*i.e.*, the meeting where said Amendment(s) were passed). Said Notice stated the time and place of the meeting, and stated the purpose thereof. At the meeting at which the Amended Bylaws were proposed and adopted, at least a majority of the Members of the Association present in person or by proxy voted in favor of adopting the Amended Bylaws.

IN WITNESS HEREOF, undersigned BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., has caused these presents to be executed in its name, this 21 day of January, 2005.

Signed, sealed and delivered in the presence of:

BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC.

Maureen Foley
(Sign)
Maureen Foley
(Print)

Melisa Hopper
(Sign)
Melisa Hopper
(Print)

Maureen Foley
(Sign)
Maureen Foley
(Print)

Melisa Hopper
(Sign)
Melisa Hopper
(Print)

By: [Signature]
(Sign)
President, Bright Water Place Homeowners Association, Inc.

Robert L Morris Jr.
(Print)

Attest: Donald B. Doyle
(Sign)
Secretary, Bright Water Place Homeowners Association, Inc.

Donald B. Doyle
(Print)

STATE OF FLORIDA
COUNTY OF Lake

The foregoing NOTICE OF RECORDING AMENDED BYLAWS OF BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., was acknowledged before me this 21st day of January, 2005, by Robert R. Morris, Jr., as President of BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is [] personally known to me or [] who produced _____ as identification.

NOTARY PUBLIC

Nancy J. Slaymaker
State of Florida, At Large
(Print Name) Nancy J. Slaymaker
My Commission Expires: _____

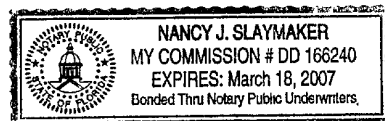


STATE OF FLORIDA
COUNTY OF Lake

The foregoing NOTICE OF RECORDING AMENDED BYLAWS OF BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC.. was acknowledged before me this 21st day of January, 2005, by Donald B. Doyle, as Secretary of BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is [] personally known to me or [] who produced _____ as identification.

NOTARY PUBLIC

Nancy J. Slaymaker
State of Florida, At Large
(Print Name) Nancy J. Slaymaker
My Commission Expires: _____



**AMENDED BYLAWS
OF
BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I - OFFICES

The principal office of the Corporation shall be established and maintained at Eustis, Lake County, Florida. The Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

ARTICLE II - PURPOSE

The purpose of the Corporation shall be as stated in its Articles of Incorporation as amended from time to time. Further, the Corporation shall administer and enforce the Bright Water Place Declaration of Covenants and Restrictions as amended from time to time.

ARTICLE III - MEMBERS

1. Members. Membership in the Corporation shall be as defined in the Bright Water Place Amended Declaration of Covenants and Restrictions dated October 31, 1991, as recorded in Official Records Book 1250, page 2387, Public Records of Lake County, Florida, wherein it is stated as follows: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association provided that any such person or entity that holds such interest merely as a security for the performance of any obligation shall not be a Member.

2. Annual Meeting. The annual meeting of the Members shall be held in January of each year on a date and time set by the Board of Directors.

3. Special Meetings. Special meetings of the Members shall be held on a call issued by the Board of Directors or at the written request of a majority of the Members. A meeting requested by Members shall be called for a date not less than fourteen (14) days nor more than sixty (60) days after the request is made.

4. Place of Meetings. Meetings of Members shall be held in Lake County, Florida, at a location determined by the Board of Directors.

5. Notice. Written notice stating the place, date and hour of the meeting and the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than fourteen (14) or more than sixty (60) days before such meeting, either personally, telephonically, or by first class mail to the Member's address on record with the Corporation, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at said meeting. Any Member may waive notice of any meeting either before, during or after the meeting.

6. Record of Members. At every meeting of Members, there shall be presented a record of Members as of the record date certified by the secretary of the Corporation, and such record shall be available for inspection by any Member by reasonable request. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be Members may vote at such meeting.

7. Voting. Each Member shall be entitled to one (1) vote for each lot owned within the subdivision. Jointly owned lots shall be voted by the joint co-owners as one (1) vote.

8. Annual Report. At each annual meeting of Members, the Board of Directors shall present an annual report. Such report shall be filed with the records of the Corporation and entered into the minutes of the proceedings.

9. Quorum. Except as otherwise provided by law, the presence, in person or by proxy, of Members entitled to cast thirty percent (30%) of the total number of votes entitled to be cast shall constitute a quorum at all meetings of the Members. If a quorum is not present at any properly called meeting, the meeting may be adjourned to a future time by those present. After a quorum has been established at a meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum shall not affect the ability of any action taken at the meeting or any adjournment thereof.

10. Proxies. Any Member entitled to vote at any meeting may be represented in vote at such meeting by a proxy appointed by an instrument in writing, signed by the Member or its duly authorized agent or attorney in fact. The proxy shall only be valid if issued to another Member in good standing. In the event that any such instrument provides for two or more persons to act as proxies, a majority of such persons present at the meeting or, if only one be present, that one shall have all the powers conferred by the instrument, unless the instrument shall otherwise provide. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or death is received by the corporate officer responsible for maintaining the list of Members.

11. Conduct of Meetings. Meeting of the Members shall be presided over by the following officers in order of seniority: President, Vice-President, Treasurer, or Chairman elected by a majority of the Members in attendance. The Secretary shall act as Secretary of each meeting, or in the Secretary's absence, the presiding officer may appoint a Secretary of the meeting.

The order of business at meetings of Members shall be as follows:

Roll Call
Reading of Minutes of preceding meeting
Report of Standing Committees
Officers Reports
Old Business
New Business

ARTICLE IV - BOARD OF DIRECTORS

1. Board of Directors. The general supervision and management of all the affairs, property and business of the Corporation shall be vested in a Board of Directors, all of whom shall be of lawful age and Members of the Corporation. The Board shall consist of five (5), seven (7) or nine (9) Directors, with the number of Directors to be determined by the majority vote of the Directors in office.

2. Election and Term of Board of Directors. The Board of Directors shall be elected by a plurality of the Members present and entitled to vote at the annual Members meeting. The terms of office of the Directors shall be staggered three (3) year terms.

3. Vacancies. If the office of any Board of Director becomes vacant, the remaining Board of Directors in office, by a majority vote, may appoint any qualified Member to fill such vacancy who shall hold office for the unexpired term and until his successor shall be duly chosen and installed.

4. Removal of Directors. Any or all of the Directors may be removed with or without cause by a vote of the majority of the Members at a special meeting of the Members called for that purpose. The Board of Directors may remove a Director only for cause.

5. Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary to make it effective.

6. Quorum. A majority of the number of Directors as fixed by these Bylaws, shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the meeting may be adjourned to a future time.

7. Place and Time of Meetings. The regular annual meeting of the Board of Directors shall be held immediately following the annual meeting. The Board of Directors shall establish regular meeting dates. Special meetings of the Board of Directors shall be held upon notice of the Directors and may be called by the President upon three (3) days notice to each Director, either personally, telephonically or by mail. Special meeting shall be called by the President or by the

Secretary in a like manner upon the written request of a majority of the Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

8. Compensation. No compensation shall be paid to Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

9. Conduct of Meeting. Meetings of the Board of Directors shall be presided over by the following officers in order of seniority: President, Vice-President, Treasurer. If none of the foregoing is in attendance, then a Chairman chosen by a majority of the Directors present shall preside over the meeting. The Secretary shall make records of all Directors meetings. When the Secretary is not available, the presiding officer may appoint a Secretary of the meeting.

10. Committees. The Board of Directors may designate from their number an executive committee or other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except as prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE V - OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be Directors and shall be elected by the Board of Directors. Such other officers and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person, except for the office of President and Secretary.

2. Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause. In the event of the death, resignation or removal of an officer, the Board of Directors, in its discretion, may elect or appoint a successor to fill the unexpired term. The officers and Board of Directors will serve without compensation.

3. President. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision in management usually vested in the office of the president of a corporation, subject to the direction of the Board of Directors. He shall preside at all meetings of the Members, and the Board of Directors, if present thereat.

4. Vice President. The Vice President shall, in the absence of or disability of the President, perform all of the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

5. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the Members; record all votes and minutes of proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings of Members and of special meetings of the Board of Directors; keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board of Directors when required; prepare or cause to be prepared and available at each meeting of Members, a certified list of the names of the Members entitled to vote thereat; keep all documents and records of the Corporation as required by law or otherwise in a proper and safe manner; and perform such other duties as may be prescribed and assigned by the Board of Directors or by the President.

6. Treasurer. The Treasurer shall have custody of the corporate funds and securities; keep full and accurate accounts of receipts and disbursements in the corporate books; deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be authorized by the Board of Directors; and preserve proper vouchers for such disbursement; render to the President and Board of Directors at regular meetings of the Board of Directors whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation; render a full financial report at the annual meeting of the Members if so requested, be furnished by all corporate officers and agents at his request with such reports and statements as he may require as to all financial transactions of the Corporation; and perform such other duties as are given by these Bylaws or as from time to time assigned by the Board of Directors or the President.

ARTICLE VI - CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation and the year of its organization. The Seal may be used by causing it to be depressed directly on the instrument or writing to be sealed, or upon the adhesive substance affixed thereto. In the absence of the Secretary, any officer authorized by the Board of Directors to do so may affix the seal of the Corporation on any instrument requiring the seal.

ARTICLE VII - AMENDMENT

The Members by a vote of majority of those present in person or by proxy at any meeting at which a quorum is present, shall make, alter, amend, or rescind the Bylaws.

ARTICLE VIII - CONDUCT OF BUSINESS AND MANAGEMENT

Any action of the Members, Board of Directors or committees may be taken without a meeting if consent in writing, setting forth the action to be so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the proceedings of the Members, Board of Directors, or committees, as the case may be.

ARTICLE IX - MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

2. Construction. In case any of these Bylaws conflict with any provision of the laws of the State of Florida, such conflicting Bylaws shall be null and void upon final Court determination to such effect, but all other Bylaws shall remain in full force and effect. In a case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of conflict between the Bright Water Place Amended Declaration of Covenants and Restrictions and these Bylaws, the Bright Water Place Amended Declaration of Covenants and Restrictions shall control.

The foregoing was approved by the affirmative vote of a majority of those present in person or by proxy at the 2005 Annual Meeting of Bright Water Place Homeowners Association, Inc., at which a quorum is present, as the Amended Bylaws of Bright Water Place Homeowners Association, Inc., on the 20 day of January, 2005.

Signed, sealed and delivered
in the presence of:

BRIGHT WATER PLACE
HOMEOWNERS ASSOCIATION, INC.

Maureen Foley
(Sign)
Maureen Foley
(Print)

By: [Signature]
(Sign)
President, Bright Water Place
Homeowners Association, Inc.

Melisa Hopper
(Sign)
Melisa Hopper
(Print)

Robert L Morris Jr
(Print)

Maureen Foley
(Sign)
Maureen Foley
(Print)

Attest: Donald B. Doyle
(Sign)
Secretary, Bright Water Place
Homeowners Association, Inc.

Melisa Hopper
(Sign)
Melisa Hopper
(Print)

Donald B. Doyle
(Print)

STATE OF FLORIDA
COUNTY OF Lake

The foregoing Amended Bylaws of Bright Water Place Homeowners Association, Inc., were acknowledged before me this 21st day of January, 2005, by Robert L. Morris Jr, as President of BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is [] personally known to me or [] who produced _____ as identification.

NOTARY PUBLIC

Nancy J. Slaymaker
State of Florida, At Large
(Print Name) Nancy J. Slaymaker
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF Lake

The foregoing Amended Bylaws of Bright Water Place Homeowners Association, Inc. were acknowledged before me this 21st day of January, 2005, by Donald B. Doyle, as Secretary of BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is [] personally known to me or [] who produced _____ as identification.

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