

EXHIBIT B
BYLAWS
OF THE FAIRWAYS OF PALM-AIRE, INC.

ARTICLE I - DEFINITIONS

1. Terms defined in the DECLARATION OF COVENANTS AND RESTRICTIONS OF THE FAIRWAYS OF PALM-AIRE, INC. shall be used herein with the same meanings.

2_ "Corporation," as used herein shall mean THE FAIRWAYS OF PALM-AIRE, INC., a Florida not-for-profit Corporation; its successors and/or assigns.

ARTICLE II - LOCATION OF PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 830 W. Oaks Drive, Pompano Beach, Florida 33069, or at such other place as may be established by resolution of the Board of Directors of the Corporation.

ARTICLE III - VOTING RIGHTS, ASSESSMENTS AND REPRESENTATIVES

1. Every Owner and the Declarant shall be a Member of the Corporation, provided that any such person or entity who holds an ownership interest only as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from ownership of a unit.

2. Assessments, installments, and late fees not paid shall result in the suspension of voting privileges and any other privileges of Membership during any period of such nonpayment.

3. Each Member of the Corporation shall have the following voting rights:

(a) The votes of Members, other than Declarant, shall be cast at meetings of the Members by their representative ("Representative"). Each unit shall have no more than one (1) Representative. If a Unit is owned by more than one natural person, or the unit is owned by an any entity comprising more than one Member, the Representative and voting rights for the Unit shall be as defined in Article XI(4).,

(b) One (1) vote may be cast for each Unit owned by a Member. Declarant may cast a number of votes equal to the maximum number of units permitted to be constructed by applicable governmental authorities on the Subject Property owned by Declarant.

(c) Owners who shall have a Representative shall be represented at all meetings of the Corporation by the Representative. The representative shall speak, vote and generally act on behalf of the Members he represents, but all actions of the Representative shall be at the discretion of the Representative, and no Representative shall be required to act, speak or vote in any particular manner. NO MEMBERS SHALL HAVE THE RIGHT TO SPEAK AT ANY MEETING OF THE BOARD UNLESS SPECIFICALLY REQUESTED BY THE BOARD.

ARTICLE IV - VOTING BOARD OF DIRECTORS

1. A majority of the Board shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the board.

2. Any vacancy occurring on the Board due to death, resignation, or other termination of service of any Director shall be filled by the Board; except that Declarant, to the exclusion of other Members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal, or other termination of service of any Director appointed by Declarant. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall serve until his successor shall have been elected and/or appointed and qualified.

ARTICLE V - ELECTION OF DIRECTORS: NOMINATION COMMITTEE: ELECTION COMMITTEE

1. Election to the Board shall be by written ballot as hereinafter provided. At such election, the Representatives may cast as many votes as they are entitled under these provisions for each vacancy in the Board. The persons receiving the largest number of votes shall be elected. Nothing contained herein shall be in derogation of the Declarant's right to appoint Directors.

2. Nominations for election to the Board shall be proposed to the Board by a Nominating Committee.

3. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board, and two (2) or more Members of the Corporation or of the Board. The Nominating Committee shall be appointed by the Board sufficiently in advance of each annual meeting of the Members in order for said nominating Committee to properly perform its duties and responsibilities. The Nominating Committee shall serve from their appointment until the close of the annual meeting.

4. The Nominating Committee shall make as many nominations for the election to the Board as it shall, in its discretion determine appropriate, but not less than the number of vacancies that are to be filled. After approval by the Board, nominations shall be placed on a written ballot as provided in section 5 hereof and shall be made in advance of the time fixed in section 5 hereof for the mailing of such ballots to the Members.

5. All elections to the Board shall be made by written ballot which shall:

- (a) describe the vacancies to be filled;
- (b) set forth the names of those proposed by the Nominating Committee and approved by the Board for such vacancies;
- (c) contain space for a write-in vote by the Representatives.

Such ballots shall be prepared and mailed by the Secretary (together with a return envelope) to the Representatives at least twenty-one (21) days in advance of the date set forth therein for the annual meeting or special meeting called for elections.

6. The completed ballots may be returned by mail to the Secretary or

filed with the Secretary at the annual or special meeting. Only those ballots received by the Secretary on or before the date of the meeting shall be counted.

7 An Election Committee, which shall consist of the Members of the Nominating Committee, shall count the votes and shall establish such procedures as may be reasonable and appropriate to insure that only those Members who have the right to vote are able to cast votes and that the vote of any Member or his proxy shall not be disclosed to anyone. Immediately after the announcement of the results, unless a recount is demanded by the Members, the ballots shall be destroyed.

ARTICLE VI - POWERS AND DUTIES OF THE BOARD

1 The Board shall have power:

(a) to call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request as provided in Article X, section 2 hereof;

(b) to appoint and remove at its pleasure all officers, agents, and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem appropriate and expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Corporation in any capacity whatsoever;

(c) to establish, levy and assess, and collect Assessments;

(d) to adopt and publish Rules and Regulations governing the use of the Corporation's Common Areas and facilities, and the personal conduct of the Members and their guests thereon;

(e) to exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation, except those reserved to the Members in the Declaration; in no event shall the Board of the Corporation expend capital payment account monies in connection with the construction of new capital improvements (except for necessary construction resulting from the damage or destruction of existing improvements) in excess of ten thousand dollars (\$10,000.00) without first obtaining the affirmative majority vote from the Representatives.

2. It shall be the duty of the Board:

(a) to cause to be kept minutes of all its acts' and corporate affairs;

(b) to supervise all Officers, agents, and employees of the Corporation.

3. If any member of the Board of the Corporation not appointed by Declarant shall be absent from three (3) consecutive regular meetings of the Board, the Board may by action taken at the meeting during which said third absence occurs, declare the seat of the absent Director to be vacant.

ARTICLE VII - DIRECTOR'S MEETINGS

1. A regular meeting of the Board shall be held at least once each calendar quarter. A regular meeting of the Board shall also be held immediately following the regular annual meeting of the Members.

2. If the day for the 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 and no notice thereof need be given.

3. Special meetings of the Board shall be held when called by the President of the Corporation or by any two (2) Directors after not less than three (3) days notice to each Director, except in cases of emergency.

4. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as 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 a meeting, or approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records of the Corporation and made part of the minutes of the meeting.

5. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute a presence in person at a meeting.

ARTICLE VIII - OFFICERS

1. The Officers of the Corporation shall be the President, a Secretary and a Treasurer and such other Officers as may be deemed necessary or appropriate by the Board. The President shall be a member of the Board.

2. The Officers shall be chosen by a majority vote of the Directors.

3. All Officers shall hold office at the pleasure of the Board.

4. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and sign all notes, leases, mortgages, deeds, and all other written instruments on behalf of the Corporation. The President shall not also be the Secretary.

5. The Secretary of the Corporation shall be ex-officio the Secretary of the Board, shall record the votes and keep minutes of all proceedings in a minute book to be kept for that purpose. He shall sign certificates of membership, if any. He shall keep the records of the Corporation. He shall record in a book kept for that purpose the names of all Members of the Corporation together with their addresses along with the names and addresses of the Representatives for each unit as registered by such Members per Article X(3) hereof.

6. The Treasurer shall receive and deposit in appropriate bank accounts, insured by the FDIC or other applicable governmental or quasi-governmental entity, all monies of the Corporation and shall disburse funds as directed by resolution of the Board; provided however, that a resolution shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. All checks issued by the Treasurer shall be signed by two (2) persons

authorized by the Board. The Treasurer shall keep proper books of account and cause an annual review or audit (at the Boards discretion) of the Corporation's books to be made by a certified public accountant at the completion of each fiscal year and, until the turnover date, shall provide Declarant with a copy thereof within thirty (30) days of its preparation. He shall prepare an annual budget, an annual balance sheet statement, and an annual statement of operations, and the balance sheet statement and statement of operations shall be presented to the membership at its regular annual meeting.

ARTICLE IX - COMMITTEES

1. The Corporation shall have such committees as determined by the Board. Unless otherwise provided, each committee shall consist of a Chairperson and two (2) or more persons and shall include a member of the Board for Board contact. Committee members may be appointed by the Board to serve until the close of the next annual meeting.

2. It shall be the duty of each committee, if created, to receive complaints and suggestions from Members on any matter involving Corporation functions, duties, and activities within its field of responsibility. It shall dispose of such complaints and suggestions as it deems appropriate or refer them to such other committee, Director, or Officer of the Corporation as is further concerned with the matter presented.

ARTICLE X - MEETINGS OF MEMBERS

1. The regular annual meeting of the Members shall be held on the second Thursday of the month of March in each year, at the hour of 7:00 PM. If the day for the annual meeting of the Members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

2. Special meetings of the Members for any purpose may be called at any time by a majority or more of the Board members or upon written request of the Representatives of at least one fourth (1/4) of the units.

3. Notice of any meeting shall be given to the Representatives and Declarant by the Secretary, excepting the regular annual meeting, which shall require no notice. Notice may be given either personally, or by sending a copy of the notice through the mail, postage prepaid, to the address of the Representatives and Declarant as appearing in the books of the Corporation. Each Representative shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Failure to register shall release the Secretary from the requirement of sending a notice of meeting to such person. Notice of meeting, regular or special, shall be delivered or mailed at least seven (7) days in advance of the meeting and shall set forth, in general, the nature of business to be transacted; provided, however, that if the business of any meeting shall involve an election governed by Article V hereof, or any action governed by the Articles of Incorporation or Declaration, notice of such meeting shall be given or sent as therein provided.

4. The presence at Members meetings of Representatives entitled to cast one fourth (1/4) of the total votes of the entire Membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or Declaration shall require a quorum as therein provided.

ARTICLE XI - PROXIES AND VOTING

1. At all meetings of Members, each Representative may vote in person or by proxy.

2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months.

3. A Representative shall not be entitled to appoint more than one (1) proxy to attend a meeting on the same occasion and an instrument of proxy shall be valid only for the occasion for which it is given and may be in the following form or such other form as the Directors shall approve:

I, _____, being a representative in good standing of The Fairways of Palm-Aire, Inc., hereby appoint as my proxy to vote for me and on my behalf at the meeting of _____, 19____ any adjournment thereof.

Signed this _____ day of _____, 19____/

Signature of Representative

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

IN WITNESS WHEREOF, this _____ day of _____, 19____.

[] Personally known
[] Provided.ID _____
[] Other _____

NOTARY PUBLIC - STATE OF FLORIDA

NOTARY (PRINTED OR TYPED) (Seal)

4. The vote of the owners of a unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the Representative named in a notarized proxy or certificate of voting authorization ("Certificate") executed by all of the owners of the Unit or, if appropriate, by properly designated officers, partners, or principals of the respective legal entity, and filed with the Secretary of the Corporation. If such proxy or certificate is not filed with the Secretary of the Corporation, the vote of such unit shall not be considered for a quorum or for any other purpose.

Notwithstanding the provisions of the above paragraph, whenever any unit is owned by a husband and wife, they may, but shall not be required to, designate a Representative. If a proxy or Certificate designating a Representative is not filed by the husband and wife, the following

provisions shall govern their right to vote:

(a) When both husband and wife _re present at a meeting, each shall be regarded as the agent and proxy of the other for the purposes of casting the vote for each Unit(a) owned by them. If they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(b) When only one (1) spouse is present at a meeting, the spouse present may cast the Unit(s) vote(s) without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Corporation by the other spouse. In the event prior written notice to the contrary is provided to the Corporation by the other spouse, the vote of said Unit(s) shall not be considered.

(c) When neither spouse is present, the person designated in a proxy or Certificate signed by either spouse may cast the Unit(s) vote(s), absent any prior written notice to the contrary to the Corporation by the other spouse or the designation of a different Representative by the other spouse. In the event prior written notice to the contrary is provided to the Corporation or the designation of a different Representative by the other spouse, the vote of said unit(s) shall not be considered.

5. Notwithstanding anything provided in these Bylaws, no Representative is required .to cast in the same manner all of the votes which he is entitled to cast, and the Representative may cast fewer than the total number of votes possessed by the Members he represents.'

ARTICLE XII - BOOKS AND PAPERS

The books, records' and papers of the Corporation shall at all times, during reasonable business hours be subject to inspection by any Member.

ARTICLE XIII - CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words:

THE FAIRWAYS OF PALM-AIRE, INC.

ARTICLE XIV - ACCOUNTING RECORDS; FISCAL MANAGEMENT

1. The Corporation shall use the accrual method of accounting, all records of which shall be open to inspection by Declarant, or Members, or Representatives, or their respective authorized representatives during reasonable business hours. Such authorization of a representative of a Member must be in writing and signed by the person giving the authorization and dated within sixty (60) days of the date of inspection.

2. The Board shall adopt a budget of anticipated operating expenses of the Corporation for each forthcoming fiscal year (the "Budget") at a regular or special meeting of the Board ("Budget Meeting") called for that purpose to be held not later than December 1st of the preceding year to which the Budget applies within thirty (30) days after adoption of the Budget, a copy thereof shall be furnished to Declarant and each Representative. The copy of the Budget and the notice of the individual

unit Assessment shall be deemed furnished as with meeting notices as aforesaid. The failure of the Board to adopt a Budget and serve notices in a timely fashion shall not abrogate or alter the obligation to pay operating expenses.

3. In administering the finances of the Corporation, the following procedures shall govern:

(a) the fiscal year shall be the calendar year;

(b) assessments shall be made monthly, due in advance upon the first day of each month

4. Collection of individual unit Assessments shall be as provided for in the Declaration.

5. No Board shall be required to anticipate revenue from Assessments or expend funds to pay for operating expenses not budgeted or which shall exceed budgeted items and no Board is required to engage in deficit spending. Should there exist any deficiency which results from there being greater operating expenses than monies from Assessments, then such deficits shall be the subject of an adjustment to the applicable Assessment (individual Assessment, special Assessment or other).

6. The depository of the Corporation shall be such bank(s) or savings and loan association(s) as shall be designated from time to time by the Board in which the monies of the Corporation shall be deposited. Withdrawal of monies from such account(s) shall be only by checks signed by two (2) persons as set forth in Article VIII hereof. All such funds shall be insured by an agency of the United States Government.

7. A report of the accounts of the Corporations shall be made annually as set forth in Article VIII(6) hereof, and a copy of the report shall be furnished to Declarant and each Representative no later than ninety (90) days following the fiscal year for which report is made.

8. All notices and mailings to the Representatives required under these Bylaws shall be deemed to be furnished to the above-named parties upon its delivery or mailing to the above named parties at their last known addresses as shown on the records of the Corporation.

ARTICLE XV AMENDMENTS

1. These Bylaws may be amended, at any regular or special meeting of the Board at which there is a quorum, by a vote of a majority of the Directors, provided that the provisions of these Bylaws which are governed by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration.

2. Any instrument amending, modifying, repealing, or adding Bylaws shall identify the particular section or Sections affected and give the exact language of such modification, amendment or addition, or of the provisions repealed. A copy of each such amendment, modification, or repeal or addition certified to by the Secretary or Assistant Secretary of the Corporation shall be recorded amongst the Public Records of Broward County, Florida, no sooner than five (5) business days after a copy of same has been delivered to Declarant.

3. 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.

4. No amendment to these Bylaws shall be effective which prejudices or otherwise detrimentally affects any of Declarant's rights or privileges without Declarant's prior written consent.

ARTICLE XVI - GENDER

Whenever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.