

**BY-LAWS
OF
WINSTON PARK ASSOCIATION, INC.
a Florida Corporation not for profit**

ARTICLE I

Name and Location of Corporation:

The name of this Corporation is Winston Park Association Inc. Its principal office is located in Dade County, Florida.

ARTICLE II

Purpose:

The purpose for which this Corporation is organized is to act on behalf of its members collectively as their governing body with respect to the administration, maintenance, repair and replacement of certain property which has been or will be submitted to the provisions of the Winston Park Declaration of Covenants and Restrictions (herein called "the Declaration"), and as such to own and acquire any real estate or interest or rights therein or appurtenant thereto and any and all personal property in connection therewith as may be incidental or necessary to such purpose, all on a non-profit basis and to promulgate and enforce rules and regulations for the operation thereof and with respect to matters which are common to Owners in the Winston Park Development Area.

ARTICLE III

Membership:

The Members of this Corporation shall consist of all of the record Owners of Lots and Living Units in the Winston Park Development Area (as that area is referred to in the Declaration). The Owner of a Lot or Living Unit in the Development Area shall automatically be and become a Member of this Corporation. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot or Living Unit. Each Member of the Corporation shall be entitled to voting rights in the affairs of the Corporation in accordance with the provisions of these By-Laws and the Charter. Voting may be in person or written proxy and a corporation may hold membership and may vote through an authorized officer or by written proxy. Membership in this Corporation shall cease and terminate upon the sale, transfer, or disposition of the Member's Lot or Living Unit.

ARTICLE IV

Meetings of Membership:

Section 1. Meetings of the membership shall be held at _____ or such other place in Dade County, Florida, as may be specified in the Notice of Meeting.

Section 2. The first annual meeting of the members shall be held at 8 o'clock p.m. on the first Monday of the twelfth month following the date of the recordation of the Declaration as aforesaid. Thereafter an annual meeting of the members shall be held on the first Monday of said month or in the event that day is a holiday, on the first day thereafter which is not a legal holiday in each succeeding year. At each such meeting there shall be elected by ballot of the members Directors to fill vacancies in accordance with the provisions of Article V of these By-Laws. The members shall also transact such other business as may properly come before them.

Section 3. It shall be the duty of the President; to call a Special Meeting of the members as directed by resolution of the Board of Directors or upon a Petition signed by twenty-five percent (25) of the members. The Notice of any Special Meeting shall state the time, place, and purpose thereof. No business shall be transacted at a Special Meeting except as stated in the said Notice.

Section 4. It shall be the duty of the Secretary, or upon his failure or neglect then of any officer or member, to mail by United States mail, postage prepaid, a Notice of each Annual or Special Meeting stating the purpose, the time and place thereof to each member of record.

Section 5. The presence, either in person or by proxy, of at least ten percent (10) of the members shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of members.

Section 6. If at any meeting of members a quorum shall not be in attendance, those members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time at which the original meeting was called.

Section 7. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners defined in Article IV, Section 2 of the Declaration with the exception of the Developer. Each Class A member shall be entitled to one vote for each:

- (i) unimproved lot owned by such member; and
- (ii) lot owned by such member upon which there is situated not more than one Living Unit; and
- (iii) Living Unit owned by such member within a Multi-Family Structure which has been submitted to condominium ownership; and
- (iv) Living Unit located within a Multi-Family Structure owned by such member which has not been submitted to condominium ownership.

each of the properties referred to in the foregoing sub-paragraphs (i) through (iv) hereof, entitling a member to a vote shall hereinafter be referred to as a Voting Unit.

If any Owner consists of more than one person or entity, the voting rights for such Owner shall not be divided but shall be exercised only as a unit as they may among themselves determine and such persons collectively shall be entitled to only one vote for each Living Unit.

Class B. The Class B members shall be the Developer who shall be entitled to three votes for each Voting Unit owned by it. When a Voting Unit is sold or leased by the Developer, the succeeding Owner (or in the case of a lease, the Developer) shall thereupon become a Class A Member with respect to such Voting Unit and entitled to one vote as hereinabove provided. When the total number of votes outstanding in the Class A membership equals 2,000 or on the day which is ten years from the recording of the Declaration, whichever first occurs, the Class B Membership shall terminate with respect to any Voting Units then owned by the Developer, and the Developer shall become a Class A Member and be entitled to one vote with respect to each such Voting Unit.

Section 8. When the number of Members exceeds 250, the Board of Directors may establish membership districts, each of which districts shall include no more than 250 Members. Not less than thirty (30) days prior to each membership meeting, a meeting shall be held of each membership district for the purpose of selecting delegates from each such district. Only the delegates from each membership district shall be entitled to attend the membership meeting in person and the delegates shall have the responsibility of soliciting proxies from the members of the respective district which they represent and shall cast the vote by proxy on behalf of the members from their respective district. For each twenty (20) members within a membership district, there shall be elected one (1) delegate. The meetings of the membership districts shall be called by the Board of Directors in the same manner as hereinabove provided with respect to Notice of Membership Meetings and the presence at a membership district meeting of one-tenth (1/10) of the votes of each class of members of such district in person or by proxy shall constitute a quorum.

Section 9. With respect to any matter to be voted upon by the Members which deals solely with either Limited Common Properties or with Living Units of a type owned by some but not all of the Members, then such matter may be voted upon only by such Members as are directly affected thereby.

Section 10. Unless by express provision by statute or by these By-Laws or the Declaration, a different vote is required, each question presented at a meeting shall be determined by a majority vote of the voting interests present.

ARTICLE V

Board of Directors:

The affairs of the Corporation shall be governed by a Board of Directors which Board will consist of not less than five (5) persons. With the exception of the initial Board, Directors shall be elected from among the Members; or if a Member shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Member may qualify as a Director. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following:

(A) To elect the officers of the Corporation;

(B) To administer the affairs of the Corporation;

(C) To engage the services of a manager or managing agent for the Common Properties and to fix the terms of such engagement and the compensation and authority of the manager or managing agent;

(D) To promulgate such rules and regulations concerning the operation and use of the Common Properties as may be consistent with the Declaration and the Charter and these By-Laws and to amend the same from time to time;

(E) To provide for the maintenance, repair and replacement of the Common Properties and authorize leases with respect thereto;

(F) To estimate and adopt an annual operating budget and to provide for the assessment and collection from the Members of their respective shares of the estimated expenses as hereinafter provided; and

(G) In the interim between members' meetings, to increase the number of the Directors and fill vacancies created thereby;

(H) To hire attorneys and other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the individual Members or as Owners where such actions and rights are common to all or substantially all of the Members or Owners in the Winston Park Development Area, and to bring such action in the name of and on behalf of the said Owners; and

(I) The order of business at all meetings of the Board of Directors shall be as follows:

- (i) Roll call;
- (ii) Reading of the minutes of the last meeting;
- (iii) Consideration of communications;
- (iv) Resignations and elections;
- (v) Reports of Officers and employees;
- (vi) Reports of committees;
- (vii) Unfinished business;
- (viii) Original resolutions and new business;
- (ix) Adjournment.
- (x)

(J) With respect to the maintenance of Limited Common Properties or the exterior maintenance of dwellings of a type owned by some but not all of the members, as is or may be more fully set forth in an Amendment to the

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Declaration, there shall be established a subcommittee of the Board of Directors. This subcommittee shall be composed of three Directors, at least two of whom shall own Lots or Living Units which are either (1) within that certain area (as are or may be set forth more fully in the aforesaid Amendment to the Declaration) within which the Limited Common Properties are located or (2) of the same type and owned by some but not all of the Members. With respect to matters which deal solely with either such Limited Common Properties or certain type of Living Units, such subcommittee shall exercise, on behalf of the Board of Directors, all powers and duties of the Board of Directors with respect thereto. If there are more than one group of Limited Common Properties, and such groups are separate and distinct from each other, and if there are more than one type of Living Unit owned by some but not all the Members, then there shall be established for each a subcommittee of the aforesaid to deal with the matters that relate to such groups of Limited Common Properties or certain types of Living Units.

Further, the membership of such subcommittees shall be elected by the members of the Board of Directors. Meetings of such subcommittee members shall be conducted in accordance with the provisions respecting the Board of Directors. The intent of this provision is that only those persons who may be specifically concerned with one area of the Winston Park Development Area shall have a voice in the management of that area.

(K) The initial Directors of this Corporation shall be appointed by the Developer and shall consist of five Directors; one of whom will have a term of one year, two of whom will have a term of two years, and two of whom will have a term of three years. At the first annual meeting of the Members, the Members shall elect one Director to fill the vacancy of the Director whose term has expired and thereafter, the Members shall fill the vacancies of the Directors whose terms expire.

ARTICLE VI

Nomination and Election of Directors:

Section 1. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced, at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election to the Board of Directors shall be by secret written ballot. At such election the members or 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 shall be elected. Cumulative voting is not permitted.

ARTICLE VII

Meetings of Directors:

Section 1. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

Officers:

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate, which officers shall be elected at the first meeting of the initial Board of Directors and shall hold office at the pleasure of the Board.

Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

Each respective officer of the Corporation shall have such powers and duties as are vested in such office of a corporation not for profit, including but not limited as follows:

(A) The President shall be a Director and shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and the Board of Directors.

(B) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of such office.

(C) The Secretary shall keep Minutes of all meetings of the Members and of the Board of Directors and shall have custody of the Corporation seal and have charge of the membership transfer books and such other books, papers and documents as the Board of Directors may prescribe.

(D) The Treasurer shall be responsible for Corporation funds and securities and for keeping full and accurate accounts of all receipts and disbursements in Corporation books of account for such purpose.

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The officers shall receive no compensation for their services except as expressly provided by a resolution duly adopted by the Members.

The initial officers of the Corporation shall be the following:

President	Allan Grossman
Vice President	James T.Riley
Secretary	Ray Stevens
Treasurer	Reggie Schleisman

ARTICLE IX

Committees:

The Board of Directors shall appoint such committees from among the Members as it deems necessary. Standing committees shall be the Architectural Control Committee provided for in the Declaration and a Nominating Committee provided for in these By-Laws.

ARTICLE X

Books and Records:

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

Fiscal Management:

The first fiscal year of the Corporation shall begin on the Date of Incorporation of the Association and shall end on the following December 31. The next ensuing fiscal year shall begin the next day following and it shall end on the following December 31.

Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with customary accounting principles and practices. Within a reasonable time after the close of each fiscal year, the Corporation shall furnish its members with a statement of the income and disbursements of the Corporation for such prior fiscal year.

With respect to each fiscal year, the Board shall estimate the amount required by the Corporation to meet its expenses for such year, including, but not limited to the following items:

(A) Management and administration expenses;

(B) The estimated cost of repairs, maintenance, and replacements of Common Properties;

(C) The cost of such utilities as may be furnished by the Corporation;

(D) The amount of such reserves as may be reasonably established by the Board, including general operating reserves, reserves for contingencies, and reserves for replacements;

(E) Expenses attributable to the operation of the Common Properties;

(F) Such other expenses of the Corporation as may be approved by the Board of Directors including operating deficiencies, if any, for prior periods.

The Board shall also estimate the amount of income to be received by the Corporation for the use, operation or rental of any of the Common Properties, which amount shall be referred to as non membership income. The difference between the estimated annual expenses, of the Corporation and the non membership income shall be an amount referred to as membership assessments.

Within ninety (90) days from the commencement of each fiscal year, the Board shall cause an estimated annual budget to be prepared based on its estimations of annual expenses, non membership income and membership assessments, and copies of such budget shall be furnished to each member.

On or before the first day of each month of the fiscal year covered by such estimated annual budget, each member shall pay as his respective monthly assessment one-twelfth (1/12) of his proportionate share of the amount designated in the estimated annual budget as membership assessments. Each Member shall share equally in the obligation to pay assessments.

Until the annual budget for a fiscal year is sent to each member by the Board, the member shall continue to pay that amount which has been established on the basis of the previous estimated annual budget. If any member shall fail or refuse to make payment of his proportionate share of the common expenses when due, the amount thereof shall constitute a lien on the Lot or Living Unit owned by such Member as set forth in the Declaration. The Corporation and the Board shall have the authority to exercise and enforce any and all rights and remedies provided in the Declaration or these By-Laws, or are otherwise available at law or in equity for the collection of all unpaid assessments.

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Upon ten (10) days' notice to the Board or to the managing agent and the payment of such reasonable fee, if any, established by the Board, any Member shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Member.

If at any time during the course of any fiscal year the Board shall deem the amount of the membership assessments to be inadequate by reason of a revision in its estimate of either expenses or other income the Board shall prepare and cause to be delivered to the members a revised estimated annual budget for the balance of such fiscal year and thereafter monthly assessments shall be determined and paid on the basis of such revision.

Upon the purchase of each Lot or Living Unit from the Developer, or at any time thereafter, at the request of the Board of Directors, each Member, not including the Developer, shall deposit with the managing agent of the property, or as may be otherwise directed by the Board, an amount equal to three times the monthly assessment relating to such Member's Lot or Living Unit. Such amount shall be held, together with the amounts similarly deposited by the other Members, as an operating reserve for common expenses, and shall be used and applied from time to time as may be needed toward meeting deficits and for such other common purposes as the Board may deem necessary. To the extent that the said operating reserve may be depleted, or in the judgment of the Board may be inadequate, the Board may increase the same by an assessment to the Members. The said operating reserve on hand from time to time shall be deemed part of the Common Surplus.

No Lot or Living Unit shall become responsible for the payment of assessments hereunder until such time as it has been conveyed by the Developer to a Member and until such time as a Certificate of Completion (final or temporary) authorizing occupancy of the Lot or Living Unit is issued by the appropriate governmental authority.

In addition to all of the foregoing powers, the Association shall have all of the powers necessary and requisite to carry out its fiscal and financial responsibilities as set forth and required of it under the terms of the Declaration.

ARTICLE XII

Joint Ownership:

In the event a Lot or Living Unit is owned by more than one person, then all of the Owners of such Lot or Living Unit shall be entitled collectively to only one vote in the management of the affairs of the Corporation, and the vote of such Owners may not be divided between plural Owners of a single Lot or Living Unit. If the Owners are unable to agree upon their ballot upon any subject at any meeting, they shall lose their right to vote on such subject; but if all of the Owners of such Lot or Living Unit shall not be present at the meeting, either in person or by proxy, the one or ones so present shall cast the vote of all such Owners.

ARTICLE XIII

Miscellaneous:

(A) In addition to all of the powers specifically set forth herein, the Association shall have all of the powers necessary and requisite to carry out all of the duties and requirements of it under the terms of the Declaration.

(B) The fact that some or all of the officers, Directors, Members or employees of the Association and the Developer, Centex-Homes Corporation are identical, and the fact that the Developer may enter into certain agreements with the Association, or that certain other contracts with third parties have been entered into prior to the filing of the Declaration or the closing of any of the sales of the Lots or Living Units, will not vitiate any such agreements and the Association and the Members thereof, from time to time, will be obligated to abide by and comply with each and every of the terms and conditions of said agreements. The purchase of a Lot or Living Unit and the acceptance of the deed therefor, by any party shall constitute the ratification, confirmation and approval by such purchaser, his heirs, legal representatives, successors and assigns, of the propriety and legality of said agreements.

(C) If any provision of these By-Laws, or the Declaration or any section, sentence, clause, phrase or word, or the application thereof in any circumstances, is held invalid, the validity of the remainder of these By-Laws and the Declaration, and the application of any such provision, section, sentence, clause, phrase or word in other circumstances shall not be affected thereby.

(D) Whenever notices are required to be transmitted hereunder the same shall be sent to the Member by United States mail at their Living Unit unless the Member has, by written notice, duly received for specified a different address. Notices to the Association shall be transmitted by Certified Mail. Return Receipt Requested to _____ . All notices shall be deemed and considered sent when mailed. Any party may change his or its mailing address by written notice.