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Prepared by and return to:
Ellen Hirsch de Haan, Esquire
Becker & Poliakoff, P.A.
2401 West Bay Drive, Suite 414
Largo, FL 33770

**CERTIFICATE OF RECORDING
AMENDED AND RESTATED BYLAWS OF
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached is a true and correct copy of the Amended and Restated Bylaws of Brentwood Hills Homeowners' Association, Inc., as originally recorded in Official Records Book 5658 at Page 563; the original Declaration of Covenants, Conditions and Restrictions for Brentwood Hills is recorded at Official Records Book 5632, at Page 1158, of the Public Records of Hillsborough County, Florida. The Amended and Restated Bylaws were duly approved as required by said Governing Documents at a Meeting held on Dec. 18, 2006.

IN WITNESS WHEREOF, we have affixed our hands this 22nd day of Jan, 2007, at Hillsborough County, Florida.

**BRENTWOOD HILLS HOMEOWNERS'
ASSOCIATION, INC.**

Witnesses as to Both: (CORPORATE SEAL)

Albin Santiago
Print Name: Albin Santiago

James R. Gray
Print Name: JAMES R. GRAY

Ronald C. Goeddaeus
President

Name Printed: RONALD C. GOEDDAEUS

Attest: Gerri Clifton
Secretary

Name Printed: Gerri Clifton

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd day of Jan, 2007, by Ronald Goeddaeus, President and Gerri Clifton, Secretary of Brentwood Hills Homeowners' Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Mary Collister
Signature of Person Taking
Acknowledgment

Mary Collister
Name Typed, Printed or Stamped

MARY COLLISTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD307834
EXPIRES 4/7/2008
BONDED THRU 1-888-NOTARY1

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**BYLAWS
OF
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC**
(A Corporation not for Profit under the Laws of the State of Florida)

IDENTITY

These are the Bylaws of Brentwood Hills Homeowners' Association, Inc., a corporation not for profit, under the laws of the State of Florida, hereinafter called "Association." The Association has been organized to promote cooperation among lot owners and property owners in Brentwood Hills and generally to provide for the mutual assistance, welfare and improvement of all such persons. The purposes of the Association are more particularly set forth in Item 2, Section 2.01 on page 1, inclusive of the Articles of Incorporation of the Association which was filed of record in the Office of the Secretary of State of the State of Florida, on March 21, 1989.

In the event of any inconsistency between the provisions contained herein and the provisions contained in the Articles of Incorporation of this Corporation, the terms and conditions provided in the Articles of Incorporation shall take precedence over the terms and provisions of these By-Laws and said Articles of Incorporation shall control.

The office of the Association is at 1512 Brentwood Hills Blvd, Valrico, Florida 33594 or at such other place as the Board of Directors may determine from time to time.

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

If the Association requires a seal of the Association, it shall bear the name of the Association; the word "Florida"; the words "Corporation Not for Profit"; and "1989", the year of incorporation. An impression of such seal is affixed to the right hand margin of this first page of the Bylaws.

These Bylaws are adopted pursuant to Item 11, Section 11.01 on Page 3 of the Articles of Incorporation ("Articles ") of Brentwood Hills Homeowners' Association, Inc., filed of record in the Office of the Secretary of State of the State of Florida on March 21, 1989, and are subject to the provisions of the Declaration ("Declaration") of Covenants, Conditions and Restrictions made on February 28, 1989, by Scarborough-Sembler Joint Venture, and filed on March 3, 1989, in Official Record Book 5632, on Pages 1158 through 1182, inclusive, of the Public Records of Hillsborough County, Florida.

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DEFINITIONS

The Following words when used in these Bylaws (unless the context shall prohibit) shall have the following meanings:

- "Association or "BHHOA" shall mean and refer to Brentwood Hills Homeowners' Association, Inc.
- "Commercial Property" shall mean all lands located in Brentwood Hills other than Lots, Common Areas, or lands dedicated to Hillsborough County.

All other terms defined in these Bylaws shall have the same meaning when used herein.

MEMBERSHIP

Every person or entity who is the owner of record of a fee interest in any log or Commercial Property, or who is purchasing one or more Lots or Commercial Properties under a contract or purchase agreement within Brentwood Hills shall be eligible to be a member of the Association, subject to and bound by the Articles, these Bylaws, Rules and Regulations adopted by the Board of Directors and the Declaration. For this purpose, ownership of a Dwelling Unit or Commercial Property under any unit of ownership arrangement or agreement shall be deemed ownership of a Lot or Commercial Property. The foregoing is not intended to include persons or entities that hold an interest in any Lot or Commercial Property merely as security for the performance of an obligation. Ownership of such Lot or Commercial Property shall be the sole qualification for membership. When any Lot or Commercial Property is owned of record in joint tenancy or tenancy in common or by some other legal entity, or when two or more persons or other legal entity are purchasing one or more Lots or Commercial Property under contract or agreement of purchase, the membership as to such Lot(s) or Commercial Property shall be joint and the right of such membership (including voting power arising there from) shall be exercised only as stipulated in Paragraph 2 of this Item III. (See Article III, Section 1 of the Declaration).

During any period in which a Member shall be in default in payment of any annual, special or periodic assessment levied by the Association, the voting rights and right to the use of the common areas or any other facilities which the Association may provide may be suspended by the Board of Directors until such assessment is paid. In the event of Rules, Regulations or Declaration violations which were established by the Board of Directors, the Board may suspend such Member's voting and use rights after a hearing at which the general requirements of due process shall be observed. Such hearing shall only be held by the Board (or a Committee thereof) after giving such members ten (10) days prior written notice by registered or certified mail specifying such alleged violation and setting the time and place and date of hearing. Determination of violation shall be made by a majority vote of the Board or the Committee thereof, and such action shall thereby be conclusive (see Article III, Section 1, (2) of the Declaration).

No membership fee shall be charged, nor shall Members be required to pay at any time any amount to carry on the business of the Association except to pay when due, the charges, assessments and special assessments levied upon each Member's Lot as

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specified in the Declaration, the Bylaws, or as the Members of the Association may from time to time hereafter adopt (see Article III, Section 1, (3) of the Declaration).

VOTING AND VOTING RIGHTS

The voting rights of the membership shall be appurtenant to the ownership of the Lots and Commercial Properties. There shall be only one class with respect to the voting rights. Members shall be all owners. Residential owners shall be entitled to one vote for each Lot owner. Commercial owners shall be entitled to one vote for each acre of land or fraction thereof of Commercial Property owned by such owner. When more than one person holds an interest in any Lot or Commercial Property, all such persons shall be members. The vote(s) for such Lot or Commercial Property shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or acre or fraction thereof of Commercial Property.

Any member who is delinquent in the payment of any charges duly levied by the Association against a Lot or Commercial Property owner by such Member shall not be entitled to vote until all such charges, together with such reasonable penalties as the Board of Directors of the Association may impose, have been paid (See Article III, Section 2, (3) on page 5 of the Declaration).

The voting on all matters except the election of Directors shall be by voiced vote or by show of hands unless a majority of the Members of each Class present at the meeting shall, prior to voting on any matter, demand a ballot vote on that particular matter.

The members of the board shall be elected by written ballot. Proxies shall in no event be used in electing the board, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise.

The first notice of election and the annual meeting shall go out not less than 60 days before the scheduled election. The association shall mail, deliver, or electronically transmit, whether by separate association mailing or included in another association mailing, delivery, or transmission, including regularly published newsletters, to each unit owner entitled to a vote, a first notice of the date of the election.

Any unit owner or other eligible person desiring to be a candidate for the board must give written notice to the association not less than 40 days before a scheduled election.

There will be no Nominations Committee, no write-in candidates, and or nominations from the floor at the time of the election.

Together with the written notice and agenda as set forth, the association shall mail, deliver, or electronically transmit a second notice of the election to all unit owners entitled to vote therein, together with a ballot which shall list all candidates.

Between the 40th and the 35th day prior to the date of the annual meeting, the Association may accept resumes and information sheets about candidates, no longer than one side of an 8 1/2 x 11" sheet of paper. Then, the Association prepares the ballot containing the candidates names, in alphabetical order, with the last name first, and sends out the

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second notice of election and annual meeting package, including the ballot, an envelope, and resumes and/or information sheets, at least fourteen (14) days prior to the date of the meeting.

The association is not liable for the contents of the information sheets prepared by the candidates. In order to reduce costs, the association may print or duplicate the information sheets on both sides of the paper

All ballots for the election of Directors are returned to the Association sealed in the provided envelope. The owners must sign the outside back of the envelope and print their Brentwood Hills address onto the envelope.

The Election occurs prior to the beginning of the Annual Meeting scheduled for the third Monday of the month of March as the first order of business, although, by motion from the membership, the opening of the envelopes can continue during the Meeting. The polls are closed when the first envelope is opened, and no additional votes can be accepted. Any owner who wishes to watch the opening of envelopes and the tallying of the votes is permitted to do so.

Elections shall be decided by a plurality of those ballots cast. At least 20 percent of the eligible voters must cast a ballot in order to have a valid election of members of the board. If the 20 percent is not obtained, the existing Board member shall remain for another term.

In order to establish an official annual meeting with election, a quorum of 20 percent of the association members must be present. If a quorum is not reached, the annual meeting cannot take place. Therefore, the meeting shall be called a monthly Board of Directors Meeting. However, the election of new officer(s) can continue.

No unit owner shall permit any other person to vote his or her ballot, and any such ballots improperly cast shall be deemed invalid.

A unit owner who needs assistance in casting the ballot for the reasons stated in Florida Statute 101.051 may obtain assistance in casting the ballot.

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

Annual Meetings. The annual meeting of the Members shall be held on the third Monday of the month of March of each year thereafter, insofar as practical, at the hour of 7:00 P.M. or at such date and time established by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Meetings of the Membership shall be held in Hillsborough County, Florida, at such place as may be specified in the notice of meeting for the purpose of electing Directors. The Board of Directors shall always use its best efforts to provide a meeting place as near to Brentwood Hills as practical.

Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are

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entitled to vote one-fourth (1/4th) of all of the votes of the entire membership or who are entitled to vote.

Notice of Meetings. Other than for the Annual Meeting, written notice of each meeting of the Members shall be given by, or at the discretion of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 20 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the records of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

At meetings of the membership, the President shall preside, or in his absence, the Vice President shall preside, or in the absence of both, the membership shall select a Chairman.

The order of business at the annual Members' Meetings, and as far as practical, at all other Members' Meetings, shall be as follows:

- Calling of the roll and certifying of ballots.
- Proof of Notice of meeting or waiver of notice.
- Appointment by Chairman of Inspectors of Election.
- Election of Directors.
- Reading of the Minutes.
- Reports of Officers.
- Reports of the Committees.
- Unfinished business.
- New business
- Adjournment

BOARD OF DIRECTORS

A Board of seven (7) Directors shall manage the affairs of this Association. There shall be three (3) classes of Directors, to be known as Class 1, Class 2, and Class 3, respectively, with three (3) Directors in Class 1 and two (2) in Class 2 and two (2) in Class 3. The term of office for each Director is three years.

Any vacancy occurring on the board before the expiration of a term may be filled by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum, or by the sole remaining director. In the alternative, a board may hold an election to fill the vacancy, in which case the election procedures must conform to the requirements of paragraph titled "Voting Procedures" above, unless the association has opted out of the statutory election process, in which case the bylaws of the association control. A board member appointed or elected under this section shall fill the vacancy for the remaining term of the seat being filled.

A Director who missed (4) consecutive regular meetings shall be deemed to have resigned and such Director's position shall be vacant.

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Any Director may be removed by approval of a majority of the total voting interests at a special meeting of the Members called for that purpose. The Members of the Association at the same meeting shall fill the vacancy in the Board of Directors so created. The term of office of such Director elected by the Members shall expire simultaneously with the terms of office of the incumbent Directors who are similarly classified.

The organizational meeting of the Board of Directors that is newly elected at the annual meeting of the Members, shall be held within ten (10) days of their election and at such place and such time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of an organizational meeting shall be necessary.

Regular meeting 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 the regular meeting shall be given to each Director in writing personally or by mail or telegraph at least ten days prior to the day named for such meeting.

Special meetings of the Directors may be called by the President and must be called by the Secretary, at the written request of a majority of the Directors. Not less than five (5) days notice of the meeting shall be given to each Director in writing, personally, or by mail, email or fax, which notice shall state time, place and purpose of the meeting.

Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

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 which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors may be required by Articles, the Declaration, or by these Bylaws.

If, at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, from time to time until a quorum is present. At any adjourned meeting, any business, which might have been transacted at the meeting as, originally called, may be transacted without further notice.

The presiding Officer of the Directors' meeting shall be the President, and if absent, the Vice President shall preside. In the absence of such presiding Officers, the Directors present shall designate one of the remaining Directors to preside at such meeting.

The order of business at Directors' meeting shall be as follows:

- Calling of the roll.
- Proof of due notice of meetings.
- Reading of minute and disposal of any unapproved minutes.
- Reports of Officers and Committees.
- Unfinished business.
- New business.

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Adjournment.

All of the powers and duties of the Association existing under the Declaration, the Articles and these Bylaws shall be exercised exclusively by the Board of Directors, representatives appointed by the Board, its agents, contractors or employees, subject to approval by the Members only when such approval is specifically required by the appropriate documents, subject always to the power of the Board of Directors to delegate its duties and functions to a managing agent or firm as provided in the Articles filed in the Office of the Secretary of State of the State of Florida on March 21, 1989, or any subsequent amendment or amendments to such Articles .

OFFICERS

The executive Officers of the Association shall be a President, who shall be a Director, a Vice President, who shall be a Director; a Treasurer; and a Secretary, all of whom the Board of Directors shall elect annually and who may peremptorily be removed by vote of the Board of Directors at any meeting. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary. The Board of Directors shall, from time to time, elect other Officers and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association.

The President shall be the chief executive Officer of the Association. He shall have all the powers and duties which are usually vested in the office of the President of the Association, including, but not limited to, the powers to appoint committees from among the Members, from time to time, as he may at his discretion, deem appropriate, to assist in the conduct of the affairs of the Association.

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

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

The Treasurer shall have custody of all of the property of the Association, including funds, securities, and evidence of indebtedness. He shall keep the assessment rolls and accounts of Members that are required to implement the provisions of Article V on pages 6 through 8, inclusive, of the Declaration of Covenants, Conditions and Restrictions, dated February 28, 1989, recorded March 3, 1989, in Official Record Book 5632 at Pages 1158 through 1182, inclusive, of the Public Records of Hillsborough County, Florida. The Treasurer shall also keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer.

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No director shall receive compensation for services as a director, but may be reimbursed for his actual expenses incurred in the performance of his duties as a director. The Directors shall fix the compensation of all employees of the Association. This provision shall not preclude the contracting with a Director or a person, firm or entity with which a Director is associated, for the management or maintenance of Brentwood Hills.

FISCAL MANAGEMENT

The provisions for fiscal management of the Association, set forth in Article V on pages 6 through 8, inclusive, of the Declaration of Covenants, Conditions and Restrictions dated February 28, 1989, recorded March 3, 1989, in Official Record Book 5632, Pages 1158 through 1182, inclusive, of the Public Records of Hillsborough County, Florida, shall be supplemented by the following provisions:

An assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Class A Lot. Such account shall designate the name and the address of the Owner or Owners; the amount of each assessment against the Owner; the date and amounts in which assessments came due; the amounts paid upon the account; and the balance due upon the assessments.

Subject to the provisions of Section 8 and 9 of Article V on page 8 of the Declaration, the Board of Directors shall determine the method of payment of such assessment and the due dates thereof, and shall notify the Members thereof.

Depository of the Association shall be such bank or banks or other financial institutions which shall be designated, from time to time, by the Directors, and in which monies of the Association shall be deposited. Withdrawal of money from such account shall be only by checks, signed by such persons as are authorized by the Directors.

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall generally govern the conduct of corporate proceedings when in conflict with the Articles, these Bylaws, the Declaration, or with the Statutes of the State of Florida.

AMENDMENTS TO BYLAWS

Amendments to these Bylaws shall be proposed and adopted in the following manner:

Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose as specified in Item 12 on page 3 of the Articles of Incorporation. Amendments may also be adopted upon vote of a majority of the total votes cast in person or by proxy, at any meeting called for this purpose.

In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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GENDER

Whenever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, where the context so requires.

IN WITNESS WHEREOF, we, being all of the Directors of the Brentwood Hills Homeowners' Association, Inc., have hereunto set our hands and seal this 18th day of December, 2006.

| Ron Goeddeaus Ron Goeddeaus (SEAL)

| Ron Gutschmidt Ron Gutschmidt (SEAL)

| Gerri Clifton Gerri Clifton (SEAL)

| Dee LoPresti Dee Lo Presti (SEAL)

| Jim Gray Jim Gray (SEAL)

| Albin Santiago Albin Santiago (SEAL)

| Stanley Zemaitaitis Stanley Zemaitaitis (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Ron Goeddeaus, Ron Gutschmidt, Dee LoPresti, Jim Gray, Albin Santiago, Stanley Zemaitaitis and Gerri Clifton, who, after being duly sworn according to law, depose and say that they are the Directors of Brentwood Hills Homeowners' Association, Inc., a non-profit corporation organized under the Laws of the State of Florida, and depose and say that the foregoing Bylaws were adopted by them as the Directors of said Brentwood Hills Homeowners' Association, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hillsborough County, Florida, this 29th day of December, 2006.

Mary Collister, Notary Public

My Commission Expires: <stamp> Notary Public, State of Florida
My Commission Expires 4/7/08, ~~2008~~

MARY COLLISTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD307834
EXPIRES 4/7/2008
BONDED THRU 1-888-NOTARY1

CERTIFICATE

I, the undersigned, do hereby certify that I am the duly elected and acting SECRETARY of the Brentwood Hills Homeowners' Association, Inc., a non-profit corporation organized and existing under the laws of the State of Florida; and

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That the foregoing Bylaws constitute the amended and restated Bylaws of said Association, and were duly adopted at the meeting of the Board of Directors thereof, held on the 18th day of December A.D. 2006. .

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Association, this 3 day of JAN, 2007

Gerri Clifton *Gerri Clifton* (SEAL)
Secretary of Brentwood Hills
Homeowners' Association, Inc.

[-----END OF DOCUMENT-----]