

**BYLAWS
OF
STEVENS PLANTATION
RESIDENTIAL OWNERS ASSOCIATION, INC.**

ARTICLE I

Membership

Section 1. Qualifications. Qualification for membership in the Association shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for Stevens Plantation Residential Properties.

Section 2. Meetings. The Annual Meeting of Members shall be held within the first six months following the end of the fiscal year of the Corporation at such date, time and place as may be fixed by the Board of Directors, or by an officer of the Corporation authorized by the Board to act for it in such matter, and as stated in the notice of the meeting. Special meetings of Members may be called by the President, or, in case of the President's absence, death, or disability, by the Secretary, by the Directors by action at a meeting, or by a majority of the Directors acting without a meeting.

Section 3. Notices of Meetings. Written notices of each Annual Meeting of Members or special meeting stating the date, time and place thereof shall be given by the Secretary or the person or persons calling the meeting by personal delivery or by mail, telegram or other written media to each Member entitled to notice of the meeting, not more than sixty days nor less than seven days before any such meeting. Such notice need not specify the purposes of the meeting. If mailed, such notice shall be sent to the Member at the Member's address as the same appears upon the records of the Corporation. The giving of notice shall be deemed to be waived by any Member who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting. The lack of proper notice may be waived, in writing, by any Member either before or after such meeting.

Section 4. Place of Meetings. Meetings of Members shall be held at the principal office of the Corporation unless the Board of Directors determines that a meeting shall be held at some other place within or without the State of Florida and causes the notice thereof to so state.

Section 5. Voting. For purposes of any vote of Members, each Member shall have one (1) vote, except as otherwise provided in the Articles of Incorporation or Bylaws. Any Member may be represented and considered present at any meeting of Members or vote thereat and exercise any other rights by proxy or proxies appointed by a writing signed by such Member.

Section 6. Quorum. At any meeting of Members a majority of the number of Members then serving shall constitute a quorum for the transaction of business to be considered at such meeting, provided that no action required by law, by the Articles of Incorporation, The Declaration of Covenants, Conditions and Restrictions or these Bylaws to be authorized or taken by a designated proportion or number of Members may be authorized or taken by a lesser proportion or number.

Section 7. Action Without A Meeting. Any action which might be taken at any meeting of the Members may be taken without such meeting by a writing or writings signed by all of the Members. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Members.

ARTICLE II

Directors

Section 1. Election and Term of Office.

A. The number of Directors of the Corporation shall be as set forth in the Articles of Incorporation and shall never be less than three (3). All Directors shall be elected as provided in Article V and VI of the Articles of Incorporation.

B. Members of the Board of Directors shall be elected at each Annual Meeting of Members, or, if such meeting is not held or Directors are not elected thereat or, if a vacancy occurs, at a special meeting of Members called for that purpose.

C. The term of each initial Director designated in Article VI of the Articles of Incorporation shall extend until the Annual Meeting of the Board of Directors following the close of the first fiscal year of the Corporation. The term of each successor Director shall extend until the next annual meeting of the Board of Directors. Upon the expiration of the term of a Director, he shall continue to serve as a Director until his successor is duly elected and qualified or until his earlier resignation or removal from office or death.

Section 2. Resignation or Removal. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director shall be removed from office in accordance with the Articles of Incorporation.

Section 3. Vacancies. In the event of the death, removal from office, or resignation of a Director, a successor to fill such vacancy shall promptly be elected at a special meeting of Members called for such purpose.

Section 4. Quorum and Voting. A majority of the whole number of Directors serving shall constitute a quorum for the transaction of business at any meeting of the Directors. For purposes of any vote of Directors, each Director shall have one vote, except as otherwise provided in the Articles of Incorporation, Declaration of Covenants, Conditions and Restrictions and these Bylaws.

Section 5. Meetings of Directors. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members or as soon

thereafter as is practicable. Special meetings of the Board may be called by the President, or by any two Directors.

Section 6. Notice of Meetings of Board of Directors. Written notice of the time and place of each meeting of the Directors shall be given by the Secretary or the person or persons calling the meeting not more than sixty days nor less than two days if posted and seven days if mailed before the date of such meeting to each Director. Except as provided herein, such notice need not specify the purposes of the meeting, and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to the Director at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting. The lack of proper notice may be waived, in writing, by any Director either before, at or after such meeting.

Section 7. Powers. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

Section 8. Action Without a Meeting. Any action which might be taken at any meeting of the Directors or of any committee thereof (including without limitation any action provided for in Article VI) may be taken without such meeting by a writing or writings signed by all of that Directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Directors.

Section 9. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at such a meeting.

ARTICLE III

Officers

Section 1. Election. The officers of the Corporation shall consist of a President who shall be a Director, a Treasurer and a Secretary and such other officers as the Directors shall from time to time designate. The President shall also serve as the Chairman of the Board of Directors. Officers shall hold office until the date fixed in accordance with these Bylaws for the Annual Meeting of the Directors next following the election of such officers and until their successors are elected and qualified, provided, however, that any officer may be removed with or without cause by the Directors.

Section 2. Duties. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws and as may from time to time be required of them by the Directors.

ARTICLE IV

Indemnification

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether

or not the Corporation would have the power to indemnify him against such liability under the provisions of Article XIV of the Articles of Incorporation or under the Florida Not For Profit Corporation Act.

ARTICLE V

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE VI

Voting Requirements for Certain Actions by Directors

The affirmative vote of two thirds of the Directors at any annual meeting of Directors or special meeting of Directors shall be required to adopt or approve the distribution of assets as authorized in Article XIII of the Articles of Incorporation upon dissolution of the Corporation. The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

ARTICLE VII


Miscellaneous

Record of Directors. The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of the Directors, in which shall be written in ink or typed type names of all Directors, together with the last known address of each Director. There shall also be stated therein the date upon which each Director became such, and upon termination of any Directorship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Director, upon becoming such Director, forthwith to furnish to the Secretary of the Corporation, for inclusion in such record, his or her then address and likewise promptly to report to the Secretary for inclusion in such record any change in any such address.

CERTIFICATE

The undersigned hereby certifies that he/she is the duly elected and acting Secretary of the Corporation named herein and that the foregoing is a true copy of the Bylaws of said Corporation duly adopted by action of the Directors dated May 20, 2004, and hereby further certifies that such Bylaws have not been amended or rescinded and remain in full force and effect at the date hereof.

DATED this 20 day of MAY 2004.


WADE DAVIS, SECRETARY