

BYLAWS
OF
LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida not for profit corporation (hereinafter referred to as the "Master Association"). The principal office of the corporation shall be located at 5401 Kirkman Road, Suite 525, Orlando, Florida 32819, but meetings of the Board of Directors of the Master Association may be held at such places within the State of Florida, County of Osceola, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

All terms used in these Bylaws have the same meaning as defined in the Master Declaration of Covenants and Restrictions for Lake Berkley Resort, as the same may be amended and supplemented from time to time ("Master Declaration"), unless these Bylaws specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Master Association and each subsequent regular annual meeting of the Members shall be held within thirteen (13) months after the date of the previous annual meeting. Annual meetings shall be at such time and place as the Board may determine.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Master Association or by a majority of the Board of Directors.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Master Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member, addressed to the Member's address last appearing on the books of the Master Association, or supplied by such Member to the Master 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.

Section 4. Attendance of Owners. With respect to Development Tracts on which Residential Units are constructed, the Neighborhood Association shall be deemed the Member of the Master Association and not the individual Owners of Residential Units. However, Owners shall be

permitted to attend meetings of the Members, although their participation may be limited by the Board in its discretion.

Section 5. Quorum. The presence at the meeting of one-third (1/3) of the Members shall constitute a quorum. The presence at the meeting by the President of a Neighborhood Association or its proxy shall constitute Member attendance by the Neighborhood Association

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one Director to the Board. However, to the extent that a Member is a Neighborhood Association, the President of such Neighborhood Association shall automatically be deemed to be the Director appointed on behalf of such Neighborhood Association. Each Director shall be entitled to cast one vote; provided, however, that nothing herein shall prevent the same person from holding more than one directorship on behalf of multiple Members, in which case such person shall be entitled to cast all the votes allocated to such directorships. All affairs of the Master Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Master Declaration. Neither the Members of the Master Association nor the Owners of Residential Units shall have any voting rights in the Master Association.

Section 2. Term. Each Director shall serve at the leisure of the Member appointing such Director. In the event a Director resigns or dies, a new Director shall be appointed by the affected Member. In the case of a Neighborhood Associations, the President of the Neighborhood Association shall automatically be deemed the Director on behalf of the Neighborhood Association and shall serve on the Board until a new President of the Neighborhood Association is elected.

Section 3. Compensation. No Director shall receive compensation for any service he may render to the Master Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than quarterly, at such place and hour as may be fixed from time to time by resolution of the Board. All meetings of the Board shall be open to all Members and Owners except meetings