

**AMENDED BYLAWS OF CAMBRIDGE GREENS OF CITRUS
HILLS, FIRST ADDITION,
PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I – DEFINITIONS

As used herein, terms and words shall have the meaning stated in the Declaration of Restrictive Covenants and Easements for Cambridge Greens of Citrus Hills, First Addition, Property Owners Association, Inc. and as amended and filed of record in the Official Records of Citrus County, Florida, hereinafter referred to as “The Declaration”. The Cambridge Greens of Citrus Hills, First Addition, Property Owners Association, Inc. shall hereinafter be referred to as “The Association”.

ARTICLE II – LOCATION

The principal office of the Association shall be located at a place as periodically designated by the Board of Directors.

ARTICLE III – MEMBERSHIP

SECTION I

Membership in the Association is set forth in Article IV of the Articles of Incorporation of the Association.

SECTION II

The rights in membership are subject to the payment of annual and special assessments as provided by Article V of the Declaration.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I

The Directors of the Association shall be elected at the annual meeting of members as specified in Article VI herein. The election of Directors shall be decided by a majority vote.

SECTION II

Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

ARTICLE IV (CONT'D)

SECTION III

The first meeting of duly elected Board of Directors for the purpose of organization shall be held immediately after the Annual Meeting of members provided the majority of members of the Board elected be present. Any action taken at such meeting shall be by majority of the whole Board, if the majority of the members of Board elected shall not be present at that time or if the Directors shall fail to elect officers, a meeting of the Board to elect the officers shall then be held within thirty (30) days after the Annual meeting of the members upon three (3) days notice in writing to each member of the Board elected stating the time, place and object of such meeting.

SECTION IV

Regular meetings of the Board of Directors may be held at any place or places within the State of Florida on such days and at such hours as the Board of Directors may by resolution appoint.

SECTION V

No notice shall be required to be given of any regular meeting of the Board of Directors.

SECTION VI

Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held at any place or places in the State of Florida and at any time.

SECTION VII

Notice of each special meeting of the Board of Directors stating the time, place and purpose or purposes thereof shall be given by and on behalf of the President or by or on the behalf of the Secretary or by or on behalf of any two members of the Board to each member of the Board not less than three (3) days by regular U.S. Mail or one (1) day by telephone or telegraph. Special meetings by the Board may also be held at any place and time without notice by unanimous waiver of notice by all the Directors.

ARTICLE V – OFFICERS

SECTION I

Any officer may be removed at any time by the affirmative vote of the majority of the Board of Directors at any duly called regular or special meeting of the Board.

SECTION II

The President shall be the chief executive officer of the Association and the President shall preside at all meetings of the members of the Association and of the Board of Directors.

SECTION III

The Board of Directors shall elect one (1) Vice President who shall have such powers and perform such duties usually pertaining to such office or as properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

SECTION IV

The Board of Directors shall elect one (1) Secretary. The Secretary shall issue notices of all meetings of the membership of the Association and the Directors where notice of such meetings as required by law or by these Bylaws. He/she shall keep the minutes of the meetings of the membership and of the Board of Directors.

SECTION V

The Board of Directors shall elect one (1) Treasurer, the Treasurer shall have the care and custody of all the monies and securities of the Association, he/she shall sign such instruments as require his/her signature and shall perform all such duties as usually pertain to his/her office or as properly required of him/her by the Board of Directors.

SECTION VI

Vacancy in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VI – MEETING OF MEMBERS

SECTION I

The regular Annual Meeting of the members shall be held on the fourth Sunday of February of each year or at such time as it shall be determined by the Board of Directors.

SECTION II

Special meetings of the members for any purpose may be called at any time by the President or Vice President, Secretary or Treasurer or by any two (2) or more members of the Board of Directors or upon written request from the members who have a right to vote one-fourth (1/4) of all the votes of the entire membership.

SECTION III

Notice may be given to the members either personally or by sending a copy of the notice through the mail, postage thereon fully paid to his/her address appearing on the records of the Association. Each member shall register his/her address with the Secretary. Notices of such meetings regular or special, shall be mailed or personally delivered at least ten (10) but no more than sixty (60) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided that however, if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as provided therein.

SECTION IV

The presence at the meeting of members entitled to cast thirty-five percent (35%) of the votes shall constitute a quorum for any action governed by these Bylaws. If the required quorum is not present, another meeting may be call and the required quorum shall be seventeen and one-half percent (17_%) of the members.

ARTICLE VII

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to the inspection of any member of the Association.

COMMITTEES

The Association may appoint an Architectural Control Board as provided in the Declaration, in addition the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE IX **ASSESSMENTS**

As more fully provided for in the Declaration, each member is obligated to pay the Association Annual and Special Assessments.

ARTICLE X **INDEMNIFICATION**

The Association shall indemnify and hold harmless each Director and Officer of the Association from any liability, loss, claim, action or suit, including but not limited to, attorneys fees and costs arising from or by virtue of any action except willful or gross malfeasance or misfeasances taken or failure to take an action relative to their service as such Director or Officer.

ARTICLE XI **AMENDMENTS**

SECTION I

These Bylaws may be amended by a vote of the majority of the Board of Directors, provided however, that the provisions that are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law. It is provided further that any matters stated herein be or which are in fact governed by the Declaration may not be amended, except as provide in such Declaration.

SECTION II

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

Dated and adopted this 7th day of January, 2004.

Cambridge Greens of Citrus Hills, First
Addition, Property Owners Association Inc.

By: *Robert E. Fredrickson*
Robert E. Fredrickson - President

Attest: *Charles J. Sherron*
Charles J. Sherron - Secretary/Treasurer

(Seal)

THIS INSTRUMENT WAS PREPARED BY:
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