

**THIRD AMENDMENT TO
BY-LAWS
WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.**

This THIRD AMENDMENT TO BY-LAWS OF THE WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC. (this "Amendment") was made as of the 27th day of July, 1998, by the Board of Directors, the Declarant pursuant to the Declaration of Covenants, Restrictions, Conditions and Easements for Whispering Pines recorded in Official Records Volume 5720, Page 1854-1321 signing below.

RECITALS:

- A. Article I, First Amendment to By-Laws provide for the principal office of the corporation to be located at 5518 Pinehill Lane, Jacksonville, Florida but meetings of members and directors may be held at such places within Duval County, Florida as may be designated by the Board of Directors.

NOW THEREFORE, the By-Laws are hereby amended as follows:

1. Article 1 is restated in it's entirety as follows:

FULL NAME AND LOCATION

The name of the corporation is WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 5522 Oak Crossing Drive, Jacksonville, Florida, but meetings of members and directors shall be held at such places as determined by the Board of Directors.

IN WITNESS WHEREOF, The undersigned has executed this Amendment as of the day and year first above written.

Signed, Sealed and delivered
in the presence of:

Whispering Pines Homeowners
Association of Jacksonville,
Inc.

Bob Morse

Bob Morse, President
Bill Kennedy

Bill Kennedy, Vice-Pres.
Roger Branon

Roger Branon, Secretary
Cliff Deakin

Cliff Deakin, Treasurer
Phillip Yonge

Phillip Yonge, Board Member

**SECOND AMENDMENT TO
BY-LAWS
WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.**

This SECOND AMENDMENT TO THE BY-LAWS OF THE WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC. (this "Amendment") was made the 19th day of January, 1994, by the Board of Directors, the Declarant pursuant to the Declaration of Covenants, Restrictions, Conditions and Easements for Whispering Pines recorded in Official Records Volume 5720, Page 1854-1321 signing below.

RECITALS:

ARTICLE V provides for the nomination and election of Directors.

NOW THEREFORE, the By-Laws are hereby amended as follows:

Article V is reinstated in it's entirety as follows:

ARTICLE V

ELECTION OF DIRECTORS

The following procedure will be followed for the election to the board.

1. The first notice of election will be mailed not less than sixty (60) days prior to the election. This notice will include the voting procedure, what positions are open and how to be a candidate.
2. Any unit owner or other eligible person desiring to be a candidate shall give written notice to the secretary or his designee not less than 40 days prior to the election.
3. Any candidate may submit an information sheet (one sided 8-1/2 x 11) which would be sent out with the second notice and ballots. This must be received by the association no later than 35 days prior to the election.
4. Not less than 30 days prior to the election, the association shall mail or deliver a second notice of election together with a ballot and any information sheets received. Along with each ballot a smaller inner envelope in which the ballot is to be placed, and a larger authorization envelope which shall state the name and unit # of the voter as well as a place for the unit owner's signature. The ballot shall be sealed in the smaller envelope and the

smaller envelope sealed in the larger envelope. The envelope shall be mailed or delivered to the association.

5. In the event the number of candidates is the same as the number of vacancies, there will be no need for an election.

IN WITNESS WHEREOF, The undersigned has executed this Amendment as of the day and year first above written.

Signed, Sealed and delivered: Whispering Pines Homeowners Association of Jacksonville, Inc

in the presence of: Rosie Agostino Phillip D. Yonge
Phillip D. Yonge, President

Rosie Agostino Marjorie T. Hornack
Marjorie T. Hornack, Vice-Pres.

Rosie Agostino William Harvey Jenkins
William Harvey Jenkins, Secretary/Treasurer

Rosie Agostino Joseph D. Zanin
Joseph D. Zanin - Board Member

Rosie Agostino Emil Aramocnie
Emil Aramocnie - Board Member

FIRST AMMENDMENT TO
BY-LAWS
WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.

This FIRST AMENDMENT TO BY-LAWS OF THE WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC. (this "Amendment") was made as of the 21st day of April, 1993, by the Board of Directors, the Declarant pursuant to the Declaration of Covenants, Restrictions, Conditions and Easements for Whispering Pines recorded in Official Records Volume 5720, Page 1854-1321 signing below.

RECITALS:

- ✓ A. Article I, provides for the principal office of the corporation to be located at 8230 Pine Verde Lane, Jacksonville, Florida but meetings of members and directors may be held at such places within Duval County, Florida as may be designated by the Board of Directors.
- B. Article IV, Section 1 provides for three (3) directors.

NOW THEREFORE, the By-Laws are hereby amended as follows:

1. Article 1 is restated in it's entirety as follows:

FULL NAME AND LOCATION

The name of the corporation is WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 5518 Pinehill Lane, Jacksonville, Florida, but meetings of members and directors shall be held at such places as determined by the Board of Directors.

2. Article IV, Section 1 is re-instated in it's entirety as follows and section 6 is added to Article IV as follows:

Section 1. Number. The affairs of this association shall be managed by a Board of five (5) directors, who need not be members of the Association.

Section 6. Eligibility. Only members in good standing (current on Assessments) may be eligible to run for a position on the Board of Directors.

3. Except as specifically amended herein, all other terms of the By-Laws shall remain in full force and effect.

IN WITNESS WHEREOF, The undersigned has executed this Amendment as of the day and year first above written.

Signed, sealed and delivered in the presence of:

Whispering Pines Homeowners Association of Jacksonville, Inc.

Rosie Agostino

Phillip D. Yonge
Phillip D. Yonge, President

Rosie Agostino

Marjorie T. Hornack
Marjorie T. Hornack, Vice-Pres.

Rosie Agostino

William Harvey Jenkins
William Harvey Jenkins
Secretary/Treasurer

Rosie Agostino

Joseph D. Zanni
Joseph D. Zanni - Board Member

Rosie Agostino

Emil Aramoonie
Emil Aramoonie - Board Member

Whispering Pines
Homeowners Association
P.O. Box 440009
Jacksonville, FL 32222-0001

BY-LAWS

OF

WHISPERING PINES HOMEOWNERS
ASSOCIATION OF JACKSONVILLE, INC.

ARTICLE I

FULL NAME AND LOCATION

The name of the corporation is WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 8230 Pine Verde Lane, Jacksonville, Florida, but meetings of members and directors may be held at such places within Duval County, Florida as may be designated by the Board of Directors.

ARTICLE II

DEFINITION

Section 1. Association. "Association" shall mean and refer to Whispering Pines Homeowners Association of Jacksonville, Inc., a corporation not for profit, organized pursuant to Chapter 617, Florida Statutes, its successors and assigns.

Section 2. Properties. "Properties" shall mean and refer to the Properties described on Plat of Whispering Pines, Unit 1, according to Plat thereof recorded in Plat Book 38, pages 24, 24A and 24B, and such additions thereto as may be hereafter brought within the Jurisdiction of the Association.

Section 3. Common Area. "Common Area" shall mean and refer to all real property (including the improvements thereto) which may hereafter be owned by the Association for the common use and enjoyment of the Owners. There is no Common Area to be owned by the Association at the time of the conveyance of the first Lot.

Section 4. Lot. "Lot" shall mean and refer to any Lot shown upon the Plat of Whispering Pines, Unit 1, according to Plat thereof recorded in Plat Book 38, pages 24, 24A and 24B of the public records of Duval County, Florida, and all other parcels of land shown on any future recorded Plat or Plats of such additional Properties as may hereafter be brought within the jurisdiction of the Association, excepting therefrom Common Areas, if any.

Section 5. Owner. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. Developer. "Developer" shall mean and refer to NOH, Inc., IGR, Inc., ZNK, Inc., HIG, Inc., NML, Inc., and QNK, Inc., all Florida corporations, their successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Developer for the purpose of development.

Section 7. Declaration. "Declaration" shall mean and refer to the Declaration of Covenants, Restrictions, Conditions and Easements applicable to the Properties as recorded in the office of the Clerk of the Circuit Court in and for Duval County, Florida, under Clerk's No. _____.

Section 8. Member. "Member" shall mean and refer to every person or entity who is a record Owner of a fee simple title to any lot including contract sellers but excluding those having such interest merely as security for the performance of an obligation.

Section 9. Living Unit. "Living Unit" shall mean and refer to a portion of a Multi-Family Residential Building constructed or to be constructed on a Lot and intended for use and occupancy as a single family residential dwelling.

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 Association and each subsequent annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the annual meeting of members falls upon a legal holiday the meeting shall be held on the first day following which is not a legal holiday.

Section 2. 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 one-fourth (1/4) of all of the Class A membership entitled to vote. Notice of any Special Meetings for the purpose of levying special assessments under Article IV, Section 3, 4a and 4b of the Declaration shall be sent to all members not less than 30 nor more than 60 days in advance of the meeting, and said notice shall state the purpose of such meeting.

Section 3. Notice of Annual Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ~~one-third (1/3)~~ of the votes of each class of membership shall constitute a quorum for action except as otherwise provided in the Articles of Incorporation or the Declaration. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot and the Living Unit thereon.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors; one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The 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

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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. 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 VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at the Board's discretion, at such place and hour as may be fixed from time to time by resolution of the Board, but not less than semi-annually. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. Such meeting may be conducted by the use of telephonic equipment.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director. Such meeting may be conducted by the use of telephonic equipment.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a 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 VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area, if applicable, and improvements thereon, and the personal conduct of the members or their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties,

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration and Articles of Incorporation, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) cause all officers or employees having fiscal responsibilities to be bonded in accordance with the requirements of the By-Laws of the Association.

(f) cause the Common Area, if applicable, to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary/treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

(c) as more fully provided in the Declaration and Articles of Incorporation, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) cause all officers or employees having fiscal responsibilities to be bonded in accordance with the requirements of the By-Laws of the Association.

(f) cause the Common Area, if applicable, to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary/treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

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 Bylaws 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

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, ~~the assessment shall bear interest from the due date at the rate of ten percent (10%) per annum/ and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area, if any, or abandonment of his Lot.~~

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., a non-profit corporation.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the 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.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

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 Bylaws 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

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, ~~the assessment shall bear interest from the due date at the rate of ten percent (10%) per annum/ and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area, if any, or abandonment of his Lot.~~

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., a non-profit corporation.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the 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.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of
Whispering Pines Homeowners Association of Jacksonville, Inc.,
a Florida corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws
of said Association, as duly adopted at a meeting of the Board
of Directors thereof, held on the 27th day of December
1982.

James M. [Signature]
Secretary