

6/23

FOR BOARD

AMENDED AND RESTATED BY-LAWS

OF

FOREST GROVE POA, INC.

ARTICLE I

GENERAL

Section 1. The Name. The name of the Corporation shall be FOREST GROVE POA, INC., hereinafter referred to as the "Association."

Section 2. Principal Office. The principal office of the Corporation shall be c/o BanyanProperty Management, Inc., 2328 S. Congress Avenue, Suite 1-C, West Palm Beach, FL 33406, or at such other place as may be subsequently designated by the Board of Directors.

Section 3. Identity. In addition to the within By-Laws being the By-Laws of the Association, these By-Laws are established pursuant to Chapter 720, Florida Statutes ("Act"), for the purpose of administering, operating and managing Forest Grove Patio Homes at Indian Spring (the "Community").

Section 4. Definitions. The terms used in these Bylaws have the same meanings given to them in the Declaration.

ARTICLE II

MEMBERSHIP AND VOTING PROVISIONS

Section 1. Membership. Membership in this Association shall be limited to record owners of Lots in the Community. Transfer of Lot ownership, either voluntarily or by operation of law, shall automatically terminate membership, and the transferee shall automatically become a Member of this Association. If Lot ownership is vested in more than one person, all of the persons owning a Lot shall be authorized to attend meetings. If Lot ownership is vested in a trust or, to the extent permitted by the Declaration, any other entity, the entity may designate a representative or an individual officer or employee to exercise its rights as a Member.

Section 2. Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Lot shall be as specified in the Declaration and the Articles of Incorporation. Said votes shall be exercised or cast in the manner provided by the Declaration and these By-Laws. Any person or entity owning more than one (1) Lot shall be entitled to the cumulative total of votes allocated to Lots owned. The vote of a Lot shall not be divisible. Unless otherwise set forth in the Declaration, the Articles of Incorporation,

herein or in the Act, matters shall be voted on by the membership of the Association and shall be determined by a vote of a majority of the voting interests ("Voting Interests") present and voting, in person or by proxy, at any meeting at which a quorum is established, or by written agreement.

Section 3. Quorum. Unless otherwise provided in these By-Laws, the presence in person or by proxy of a majority of the Voting Interests of the Association shall constitute a quorum. A quorum is not required for elections pursuant to Article IV, Section 2 hereof.

Section 4. Voting Procedure. Votes may be cast in person, by written agreement or by proxy. All proxies shall be in writing, signed by the person entitled to vote, shall be filed with the Secretary of the Association prior to or at the meeting at which they are to be used, or prior to or at any lawful adjournment thereof, and shall be effective only for the specific meeting for which originally given and any lawful adjournment thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Owner executing it.

Section 4. Designation of Voting Member. If a Lot is owned by one or more persons, their right to vote shall be established by the record title to the Lot and any one of them may cast the vote for the Lot. If a Lot is owned by a trust or, to the extent permitted by the Declaration, another entity, it shall designate the representative, officer, employee or agent entitled to cast the Lot's vote by executing a certificate to be filed with the Secretary of the Association, signed by its authorized representative. The person designated in any such certificate shall be known as the Voting Member. If, for a Lot owned by a trust or other permitted entity, such certificate is not on file with the Secretary of the Association, the vote of the Lot shall not be counted in determining the presence of a quorum, or for any purpose requiring the approval of the person entitled to cast the vote for the Lot. Such certificate shall be valid until revoked or superseded by a subsequent certificate, or until a change occurs in the ownership of the Lot.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Place. All meetings of Members shall be held at the principal office of the Association or at such other place and at such time as shall be designated by the Board and stated in the notice of meeting.

Section 2. Notices. It shall be the duty of the Secretary to send by regular mail, hand delivery or electronic transmission a notice of each annual or special meeting to each Owner and to post a copy of said notice in a conspicuous place on the property at least fourteen (14) continuous days but not more than sixty (60) days prior to such meeting. The Board may adopt a rule to provide that, in lieu of posting notice of a members' meeting on the Property, the notice and agenda may be conspicuously posted and repeatedly broadcast on a closed-circuit cable television system serving the Association in

the manner required by the Act. Notice of any meeting shall list the time, place and purpose thereof and shall incorporate an identification of agenda items. All notices shall be mailed, hand delivered or sent by electronic transmission to the address last furnished to the Association by the Owner as it appears on the books of the Association to each Owner. Proof of posting, delivery or mailing of the notice (if required) shall be given by the affidavit of the person serving the notice, or a United States Postal Service Certificate of mailing, shall be included in the official records of the Association affirming that the notice was mailed or hand delivered in accordance with Florida law. Notice of specific meetings may be waived in writing before or after the meeting.

Section 3. Annual Meeting. The annual meeting for the purpose of electing directors and transacting any other authorized business shall be held during the month of January or February at such date and time as shall be selected by the Board of Directors. At the annual meeting, the Members shall elect a Board by plurality vote (cumulative voting prohibited), and shall transact such other business as may be properly brought before the meeting.

Section 4. Special Meeting. Special meetings of the Members for any purpose, unless otherwise prescribed by statute, may be called by the President, or shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors or at the request, in writing, of Members representing one-fourth (1/4) of the total voting interests in the Association. Such requests shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting.

Section 5. Action by Members Without a Meeting. Notwithstanding anything herein to the contrary, any action required or permitted to be taken at any annual or special meeting of Members may be taken by written agreement without a meeting, signed by the Members (or persons authorized to cast the vote of any such Members as elsewhere herein set forth), so long as at least a quorum of the members participates and so long as the number of votes required to authorize or approve such action is obtained. Voting by written agreement shall be done in accordance with the provisions of the applicable Statute, as same may be amended from time to time.

Section 6. Adjourned Meeting. If any meeting of Members cannot be organized because a quorum is not present, either in person or by proxy, the meeting shall be adjourned from time to time until a quorum is present. If any agenda item at a meeting of the members cannot be approved because approval of more than a quorum of the members is required but such required percentage is not present or is not achieved, the meeting may be adjourned from time to time until the requisite vote is achieved.

Section 7. Order of Business. The order of business at annual Members' meetings and as far as practical at other Members' meetings, shall be:

- A. Calling to order by President or Chairman;

- B. Appointment of chairman of the meeting by the President or, in his absence, by a majority of the Board of Directors. The chairman may be the attorney for the Association or a representative of the Association's management company who will conduct the meeting without vote;
- C. Appointment of inspectors of election;
- D. Election of directors;
- E. Calling of the roll and certifying of proxies;
- F. Proof of notice of the meeting or waiver of notice;
- G. Reading and disposal of any unapproved minutes;
- H. Reports of officers;
- I. Reports of committees;
- J. Unfinished business;
- K. New business;
- L. Adjournment.

ARTICLE IV

DIRECTORS

Section 1. Membership. The affairs of the Association shall be managed by a Board of five (5) directors. All directors shall be Members of the Association.

Section 2. Election of Directors. Election of directors shall be conducted in the following manner:

A. Election of directors shall be held at the annual Members' meeting.

B. The Board of Directors shall be elected by written ballot or voting machine. Proxies shall not be used in the election of the Board of Directors, either in general elections or elections to fill vacancies, except for vacancies caused by the recall of a majority of the Board. No Owner shall permit any other person to vote his or her ballot, and any such ballots improperly cast shall be deemed invalid. Elections shall be decided by a plurality of those ballots cast. Cumulative voting is prohibited. There shall be no quorum requirement; provided, however, at least twenty percent (20%) of the eligible votes must cast a ballot in order to have a valid election.

C. Written notice of the scheduled election shall be mailed, hand delivered or electronically transmitted to each Member at his last known address as it appears on the books of the Association. The first notice of the date of the election shall be mailed, hand delivered or electronically transmitted to each Member not less than sixty (60) days before the scheduled election. The first notice must contain the name and correct mailing address of the Association.

D. Any eligible Owner or other eligible person desiring to be a candidate for the Board shall give written notice to the Association not less than forty (40) days before the scheduled election. Written notice shall be effective when received by the Association.

* E. Not less than fourteen (14) days before the scheduled election, the Association shall mail, deliver or electronically transmit to the eligible voters at the addresses listed in the official records of the Association a second notice of the election, together with a ballot. Each Lot shall receive one (1) ballot. Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballots and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the voter and the Lot or Lot numbers being voted and shall contain a signature space for the voter. Once the ballot is completed, the voter shall place the completed ballot in the inner smaller envelope and seal that envelope. The inner envelope shall then be placed within the larger outer envelope and the outer envelope shall then be sealed. Each inner envelope shall contain only one ballot, but if a person owns more than one Lot and is, therefore, entitled to cast more than one ballot, the separate inner envelopes required may be enclosed within a single outer envelope. The voter shall sign the exterior of the outer envelope in the space provided for his or her signature. The outer envelope shall either be mailed or hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed.

F. The written ballot shall indicate in alphabetical order by surname, each and every eligible Owner or other eligible person who desires to be a candidate for the Board and who gave written notice to the Association not less than forty (40) days before a scheduled election, unless such person has, prior to the mailing of the ballot, withdrawn his candidacy in writing. No ballot shall indicate which candidates are incumbents on the Board. No write-in candidates shall be permitted. No ballot shall contain a section providing for the signature of a voter. Envelopes containing ballots received by the Association shall be retained and collected by the Association and shall not be opened until the polls are closed at the election.

G. All envelopes containing ballots collected by the Association shall be transported to the location of the election. An impartial committee of persons appointed by the Board shall validate and process the ballots. The Association shall have available additional blank ballots and inner and outer envelopes at the meeting for distribution to the eligible voters who have not cast their votes. Each ballot distributed at the meeting shall be placed in an inner and outer envelope as provided in subsection (E) hereof. At the meeting, as the first order of business, ballots not yet cast shall be collected. Next, the

signatures and Lot identifications on the outer envelopes shall be checked against the list of qualified voters. Any exterior envelope not signed by the eligible voter shall be marked "disregarded" and any ballots contained therein shall not be counted. No ballot shall be counted unless it contains on its face or is submitted in an envelope containing the name of the authorized voter for the Lot or Lots, the Lot or Lot numbers being voted and the signature of the authorized voter for the Lot or Lots. The voters shall be checked off on the list as having voted. Then, in the presence of any Owners in attendance, and regardless of whether a quorum is present, all inner envelopes shall be first removed from the outer envelopes and shall be placed in a receptacle. Upon the commencement of the opening of the outer envelopes, the polls shall be closed, and no more ballots shall be accepted. Inner envelopes shall then be opened and the ballots shall be removed and counted in the presence of any Owners. Any inner envelopes containing more than one ballot shall be marked "disregarded" and any ballots contained therein shall not be counted. All envelopes and ballots, whether disregarded or not, shall be retained as part of the official records of the Association for such time period as may be required by the Act. Board members whose terms expire and who are not reelected shall relinquish their Board positions, and those positions shall be assumed by the duly elected Board members.

H. Notwithstanding anything contained herein to the contrary, an election is not necessary unless there are more eligible candidates than vacancies. In such case, not later than the date of the scheduled election, the Association shall call and hold a meeting of the membership to announce the names of the new Board members, or shall notify the Owners that one or more Board member positions remain unfilled, as appropriate under the circumstances. In the alternative, the announcement may be made at the annual meeting.

I. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor who shall hold office for the balance of the unexpired term of office. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board.

Section 3. Organizational Meeting. The organizational meeting of a newly elected Board shall be held after their selection within ten (10) days of their election, at such place and time as shall be fixed by the directors at the meeting at which they were elected. Notice of such organizational meeting; which notice specifically incorporates an identification of agenda items, shall be posted conspicuously on the Property at least 48 continuous hours preceding the meeting, except in an emergency.

Section 4. Term. The directors shall serve staggered terms. All directors serving as of the effective date of this amendment shall serve until the next annual meeting, at which point all five (5) seats on the Board of Directors shall be up for election. The three (3) candidates receiving the highest number of votes shall serve for two (2) years and the remaining two (2) candidates elected to the Board shall serve a one (1) year term. Thereafter, all directors shall be elected for two (2) year terms. If there is not a contested election at the first annual meeting after the effective date of this amendment, all five (5)

seats on the Board of Directors shall be up for election, but the persons seated on the Board shall decide among themselves which shall serve a two (2) year term and which shall serve a one (1) year term, and, if they cannot agree, the decision shall be submitted to a special election by the members, at which the only candidates shall be the five (5) persons seated on the Board, and the sole purpose of the election shall be to determine which Board members shall serve a two (2) year term and which shall serve a one (1) year term.

Section 5. Recall. Any member of the Board may be recalled and removed from office with or without cause by the vote or agreement in writing by a majority of all Owners. A special meeting of the Owners to recall a member or members of the Board may be called by ten percent (10%) of the Owners giving notice of the meeting as required for a meeting of Owners, and the notice shall state the purpose of the meeting. The recall of a director shall be further governed by the applicable provisions of the Act.

Section 6. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone, facsimile, or electronic mail, and shall be transmitted at least forty-eight (48) hours prior to the meeting. Regular meetings of the Board, subject to the exceptions set forth in the Act, and only those committee meetings specifically required by the Act shall be open to all Owners. Notice of Board and committee meetings required to be open to all Member shall be posted conspicuously at the Property forty-eight (48) continuous hours preceding the meeting, except in the event of an emergency. However, written notice of any meeting at which non-emergency special assessments, or at which amendments to rules regarding Lot use will be proposed, discussed or approved, shall be mailed, hand delivered or electronically transmitted to the Owners and posted conspicuously on the Property not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice requirement shall be made by an affidavit executed by the person providing the notice and filed among the official records of the Association. The Board may adopt a rule to provide that, in lieu of posting notice of a regular Board meeting on the Property, the notice and agenda may be conspicuously posted and repeatedly broadcast on a closed-circuit cable television system serving the Association in the manner required by the Act. Notice of any meeting where assessments against Owners are to be considered for any reason shall contain a statement that assessments will be considered and the nature of any such assessments. The right of a Member to attend regular Board meetings includes the right to speak at such meetings with reference to all designated agenda items. A Member does not have the right to speak with reference to items not specifically designated on the agenda, but the Board, in its discretion, may permit a Member to speak on such items. The Board may adopt reasonable rules governing the frequency, duration, and manner of Owner statements.

Section 7. Special Meetings. Special meetings of the directors may be called by the President or, in his absence, by the Vice President, and must be called by the President or Secretary at the written request of four (4) of the directors. Notice of the meeting shall be given to all Board members personally or by mail, telephone, facsimile, or electronic mail,

which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Special meetings of the Board shall be subject to the same requirements applicable to regular meetings of the Board, as set forth in Section 7 of this Article IV.

Section 8. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the giving of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when his attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

Section 9. Quorum and Voting. A quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of directors is required by the Declaration, the Articles or these By-Laws. Directors may not vote by proxy or secret ballot at Board meetings, except, if allowed by statute, for election of officers. A vote or abstention for each director present shall be recorded in the minutes. Directors may meet by telephone conference and those attending by telephone conference may be counted toward a quorum and may vote by telephone, provided the telephone conference is conducted on a speaker so that the conversation of those Board members attending by telephone may be heard by the Board and any other person attending the meeting.

Section 10. Adjourned Meetings. If, at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 11. Presiding Officer. The presiding officer of the directors' meetings shall be the President, his or her designee or, in the absence of the President, the Vice-President or his or her designee. In the absence of the President or Vice-President, the directors present shall designate one of their number to preside or designate the attorney of the Association or a representative of the Association's management company to act as chairman.

Section 12. Order of Business. The order of business at directors' meetings shall, to the extent practical, be:

- A. Calling of roll;
- B. Proof of due notice of meeting;
- C. Reading and disposal of any unapproved minutes;
- D. Reports of officers and committees;

- E. Unfinished business;
- F. New business;
- G. Adjournment.

Section 13. Compensation. Directors shall not be entitled to compensation for their services.

Section 14. Resignation. Any Board member may resign at any time at a Board or members' meeting or by written resignation, delivered to the Association, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE V

POWERS AND DUTIES OF BOARD OF DIRECTORS

All powers and duties of the Association provided in these By-Laws, the Declaration, the Articles of Incorporation or any applicable law shall be exercised by the Board of Directors and vote of the Members is specifically required as a prerequisite to approve or authorize the exercise of such powers of duties.

ARTICLE VI

OFFICERS

Section 1. Executive Officers. The executive officers of the Association shall be a President, one or more Vice Presidents, Secretary, and Treasurer, all of whom shall be members of the Board and shall be elected by and serve at the pleasure of the Board. No officer may hold more than one office at a time, except in an emergency, and then for not longer than sixty (60) days.

Section 2. Appointive Officers. The Board may appoint such other officers from among the members as they may deem necessary, who shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

Section 3. Election. The Board, at its first meeting after each annual meeting of general members, shall elect all officers.

Section 4. Term. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

Section 5. The President. The President shall be the chief executive officer of the Association. Subject to the provisions of Article IV hereinabove, the President shall preside at all meetings of the Members and of the Board, shall exercise the executive powers of the Association and have general supervision over its affairs and other officers, and shall perform all of the duties incident to the office and such other duties as may be delegated to the President from time to time by the Board.

Section 6. The Vice President. The Vice President shall perform all of the duties of the President in the absence of the President, and such other duties as may be required by the Board. If the Board elects more than one Vice President, the order of succession shall be determined by the Board.

Section 7. The Secretary. The Secretary or assistant Secretary shall issue notices of all Board meetings and all meetings of Members, shall attend and keep the minutes of same, and shall have charge of all of the books of the Association as well as its records and papers, except those kept by the Treasurer. All minutes shall be kept in a businesslike manner and shall be available for inspection by Owners as set forth in the Act.

Section 8. The Treasurer.

A. The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate accounts of the Association's receipts and disbursements, and shall deposit all monies and other valuable effects in the name of, and to the credit of, the Association in such depositories as may be designated by the Board. The books shall reflect an account for each Lot in the manner required by the Act.

B. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, making proper vouchers for such disbursements, and shall render an account of all his or her transactions as the Treasurer, and of the financial condition of the Association to the Board whenever it may require it.

C. The Treasurer shall collect all assessments and shall report promptly to the Board the status of collections.

D. The Treasurer shall maintain accounting records according to good accounting practices and shall render to Owners or their authorized representatives, at least annually, a written summary of the Association's fiscal activities.

Section 9. Compensation. Officers shall not receive compensation for their services.

Section 10. Resignations. Any officer may resign at any time at a Board or members' meeting or by written resignation, delivered to the Association, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation

shall be effective from such date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Depositories. The funds of the Association shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the Board. Funds shall be withdrawn only upon checks and demands for money signed by such officer(s) or agent(s) as may be designated by the Board.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year; provided, however, that the Board, whenever it deems it advisable, is expressly authorized to change to a different fiscal year in accordance with the applicable provisions of the Internal Revenue Code.

Section 3. Determination of Assessments. The Board of Directors shall fix and determine the sum or sums necessary and adequate to assess Owners for their share of the Common Expenses set forth in the budget for the Association. Funds for the payment of Common Expenses shall be assessed against Owners as provided in the Declaration. Assessments shall be payable not less frequently than quarterly and shall be due on the first day of each quarter or month unless otherwise ordered by the Board. Assessments shall be made against Owners in an amount not less than required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. Special Assessments, if necessary, shall be levied in the manner provided in the Act and shall be payable in the manner determined by the Board. Except as otherwise provided, all funds due under these By-Laws and the Declaration are Common Expenses.

Section 4. Fidelity Bonds. The Association shall obtain and maintain fidelity bonding of all persons who control or disburse funds of the Association in the principal sum not less than that required by the Act.

Section 5. Financial Reporting. The Board shall cause to be prepared financial statements either compiled, reviewed or audited, financial statement or a report of cash receipts and expenditures in lieu of financial statements, in accordance with the Act.

ARTICLE VIII

COMMITTEES


Section 1. Standing Committees.

A. Standing Committees are created by the Board of Directors within sixty (60) days after the annual meeting and are subject to the same laws and governing

rules as the Board unless the Board further restricts their authority or unless otherwise provided by the Act. Each Standing Committee will consist of a chairman and at least two additional members with only one member of each such committee a Board member, except for the President or Vice President in an ex officio capacity. The Board will determine who serves on each committee and how the chair of each committee is selected. The current Standing Committees of the Board are: Architectural, Compliance, Facilities Management, Landscape, Communications, Financial and Social. The Board of Directors may establish new standing committees and ad hoc committees and has the authority to eliminate or disestablish any standing or ad hoc committee, except for those that are required by local, state, or federal statutes or other provisions of the Association's controlling documents.

B. The chair or designated member of each committee, except for the Nominating Committee, shall report regularly, both in oral and written form, to the Board of Directors and shall report to the Executive Committee, when requested.

C. Each Standing Committee shall hold an open forum at least twice each calendar year to elicit comments, suggestions and criticisms from residents.

 D. The chair of each Standing Committee may solicit additional members and notify the Board of those choices and their duties within thirty (30) days of being appointed. Those committee members must be identified in the minutes and the community must be notified of those choices and their telephone contact numbers. Each Standing Committee must hold regular open meetings to elicit comments, suggestions and criticisms from committee members and the community. Any such meetings are subject to the same notification and record keeping standards as the Board of Directors' meetings.

E. Standing Committees of the Board of Directors have the responsibility for implementing those programs and projects specified in the controlling documents and those activities mandated by local, state or federal laws or regulations. The committees will perform or see to the performance of such other functions as the Board, in its discretion, determines. All Standing Committees are to be considered advisory to and extensions of the Board of Directors.

Section 2. ACC. The Architectural Control Committee will have those duties and functions as prescribed in the Declaration, including but not limited to overseeing the applications and/or processes for repairs, changes or modifications to the physical structures of multiples units. This committee shall report all instances of non-compliance of homeowners of multiples units to the Compliance Committee and the Board of Directors.

Section 3. Compliance Committee. The Compliance Committee will receive all reports and factual documentation of non-compliance or violations of the Declaration or the rules and Regulations by Owners or by persons for whom Owners are responsible for which the Board determines to seek the imposition of a fine or suspension, in the

manner required by the Act. The Compliance Committee will inform the Board when they have not been able to obtain compliance and is empowered to authorize and recommend those fines and suspensions as provided in the Act. This committee is responsible for all communication with Owners about non-compliance issues.

Section 4. Facilities Management Committee. The Facilities Management Committee has the responsibility for all Common Areas of Forest Grove, excluding landscaping, signage and the irrigation system.

Section 5. Finance Committee. The Finance Committee is responsible for overseeing the preparation of the annual budget and the monthly financial reports. This Committee will present to the Board all documents that the Board deems necessary to explain and justify the Committee's recommendations. Such documents may include, but are not limited to, the assumptions and implications of the Committee's recommendations.

Section 6. Landscape Committee. The Landscape Committee is responsible for all landscaping and signage located in Forest Grove, including the maintenance, repair and upkeep of the irrigation system.

Section 7. Social Committee. The Social Committee is responsible for developing and implementing social programs and activities for the members of Forest Grove.

ARTICLE IX

OFFICIAL RECORDS

The Association shall maintain official records as defined in the Act, which shall be subject to inspection as provided in the Act.

ARTICLE X

SEAL

This Association's seal will be in circular form and have the name of the corporation inscribed thereon, and may be a facsimile, engraved, printed or an impression seal.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended at any time by the Board at a regular or special meeting of the Board. In the alternative and at the discretion of the Board, these By-Laws may be amended by the Members at a special meeting of the Members called for that purpose or by written agreement. Approval by the Members must be by a vote of at

least a majority of the participating Members, present in person or by proxy at a meeting of the Members at which a quorum is present or by a written agreement provided a quorum participates, and with the approval a majority of the Board members present at a meeting of the Board of Directors at which a quorum is present.