

THIRD AMENDMENT
TO
AMENDED AND RESTATED BY-LAWS
OF
SUMMER BREEZE HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the By-Laws of Summer Breeze Homeowners Association, Inc., a Florida not-for-profit corporation ("Corporation"), were originally adopted by the Corporation on March 25, 1994;

WHEREAS, the By-Laws were amended and restated pursuant to Amended and Restated By-Laws of Summer Breeze Homeowners Association, Inc., dated as of April 1, 1994;

WHEREAS, the Association desires to amend certain provisions of the By-Laws, as amended, and to supersede any provisions of the By-Laws, as amended, inconsistent herewith; and

WHEREAS, this instrument has been adopted pursuant to the By-Laws and Chapters 617 and 720 of the Florida Statutes.

NOW, THEREFORE, the Association hereby amends the By-Laws as follows:

1. Article Two is hereby amended as follows:

ARTICLE TWO - PURPOSES

The following are the purposes for which this organization has been organized:

As set forth in Articles II and III of the Articles of Incorporation, a portion of which is herein restated:

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. Upon liquidation, no part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of that certain real property located in Section 13, Township 3 South, Range 17 West, Bay County, Florida as Summer Breeze Subdivision, as well as any additions thereto or phases thereof (hereinafter the "Subdivision") as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article II, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any Declaration of Covenants, Conditions and Restrictions for the Subdivision, which might hereafter be recorded in the Public Records of Bay

County, Florida, and which Declaration refers to the "Summer Breeze Homeowners Association, Inc." (the "Declaration"), and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Bay and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the Subdivision, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of residential properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declaration"; ~~and~~

4. To adopt and publish rules and regulations governing the Subdivision and facilities, and the personal conduct of the Members, and their guests, licensees and invitees thereon; and to establish fines and/or penalties and a procedure for their imposition for infractions of the Declaration, the By-Laws and such rules and regulations of the Association; and

5. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision area, or with the Board of Directors of the Association.

2. Except as set forth in this instrument, the By-Laws, as previously amended and restated, shall remain unmodified and unaltered and in full force and effect.

DATED as of this ___ day of _____, 2001.

WITNESSES:

SUMMER BREEZE HOMEOWNERS ASSOCIATION
a Florida not-for-profit corporation

Printed Name: _____

By: _____
Richard A. Weinberg
President

Printed Name: _____

Printed Name: _____

By: _____
Viva Lloyd
Secretary

Printed Name: _____

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this ___ day of _____, 2001, by _____, as President of SUMMER BREEZE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me or who produced _____ as identification, on behalf of said corporation.

_____(SEAL)
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this ___ day of _____, 2001, by _____, as Secretary of SUMMER BREEZE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me or who produced _____ as identification, on behalf of said corporation.

_____(SEAL)
NOTARY PUBLIC

Language added to an existing section is printed in double underscored type, and language deleted is printed in ~~struck through type~~.

THIS INSTRUMENT PREPARED BY: TIMOTHY J. SLOAN, ESQ., HARMON & SLOAN, P.A., 427 MCKENZIE AVENUE, PANAMA CITY, FLORIDA 32401.