BYLAWS
OF
ANDOVER PLACE OWNERS ASSOCIATION, INC.

ARTICLE I
Name and Location

The name of the corporation is **ANDOVER PLACE OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association." The principal office of the corporation shall be at 10405 St. Augustine Road, Jacksonville, Florida, 32257-7670 but meetings of members and directors may be held at such places within the state of Florida as may be designated by the Board of Directors (the "Board").

ARTICLE II
Definitions

The definitions of all terms contained herein shall be the same as the definitions set forth in Article I of the Declaration of Covenants, Conditions and Restrictions for Andover Place Unit One and Andover Place Unit Two.

ARTICLE III
Meeting of Members

1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association and each subsequent regular annual meeting of the members shall be held on the same day at the same time of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 the members who are entitled to cast one-fourth (1/4th) of all of the votes of the Class A membership.

3. Notice of 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 fifteen (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 or supplied by such member to the 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.

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

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.

ARTICLE IV
Board of Directors; Selection; Term of Office

1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors, who need not be members of the Association. The initial Board shall consist of three persons as set forth in the Articles of Incorporation. Upon the termination of the Class B membership as provided in the Declaration, the number of directors may be increased to five (5). So long as the Developer owns one (1) Lot, the Developer shall be entitled to appoint one (1) director and the remaining directors shall be elected in accordance with the provisions hereof.

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

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.

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.

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

1. Initial Board of Directors. The initial Board shall be appointed by the Developer. Upon the expansion of the Board to include directors elected by the members, the directors shall be elected as hereinafter set forth.

2. Nomination. Nomination for election to the Board to be elected by the members may 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, and two or more members of the Association. The Nominating Committee shall be appointed by the Board 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 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.

3. Election. Election to the Board 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

1. Regular Meetings. Regular meetings of the Board shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should the meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

2. Special Meetings. Special meetings of the Board 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, unless such notice is waived by the directors.

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

1. Powers. The Board shall have the power to:

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

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

(c) employ a manager, an independent contractor, or such other employees as it deems necessary and to prescribe their duties.

2. Duties. It shall be the duty of the Board 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 of the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Class A members who are entitled to vote;

(b) establish the level of services to be provided to the members by the Association; supervise all officers, agents and employees of this Association and see that their duties are properly performed;

(c) as more fully provided in the Declaration, 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 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 that an assessment has been paid, such certificate shall be conclusive evidenced of such payment; and

(e) cause all officers or employees having fiscal responsibilities to be bonded, as provided in Article XIV hereof.

ARTICLE VIII
Officers and Their Duties

1. Enumeration of Officers. 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 and a treasurer and such other officers as the Board may from time by resolution create.

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

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

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.

5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. Vacancies. A vacancy in any office may be filled by appointment by the Board. the officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

7. Duties. The duties of the offices are as follows:

(a) President. The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deed and other written instruments; and may co-sign all checks and promissory notes.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; shall keep appropriate current records showing the members of the Association, together with their addresses; and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; may co-sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE IX
Committees

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

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 or a mortgagee of a Living Unit. 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 a reasonable cost.

ARTICLE XI
Assessments

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 fifteen (15) days after its due date, a large charge of ten percent (10%) of the amount due shall be levied and, if not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) 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 Lot, 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 assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

ARTICLE XII
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Andover Place Owners Association, Inc., a corporation not-for-profit.

ARTICLE XIII
Amendments

1. Amendment. These Bylaws may be amended as provided in the Articles of Incorporation.

2. Conflict. In the event 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
Fidelity Bonds

Blanket fidelity bonds shall be required to be maintained by the Association for all officers, directors, trustees or employees of the Association handling or responsible for funds of or administered by the Association, whether or not such persons are compensated. Any management agent that handles funds for the Association should also be covered by its own fidelity bonds. The total amount of the fidelity bond coverage shall be based

upon the best business judgment of the Board and shall not be less than 150% of an amount equal to the estimated annual operating expenses of the Association, including reserves.

Except for the fidelity bonds that a management agent obtains for its personnel, the fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense. The bond shall provide that it cannot be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days' prior written notice to the Association and all first mortgagees.

ARTICLE XV
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.

IN WITNESS WHEREOF, we, being all of the directors of the Andover Place Owners Association, Inc., have hereunto set our hands this 30th day of January, 1989.

Charles A. Brown, Jr.

Gregory E. Matovina

Jeffrey M. Jacobs

JST/SU/AP-BL
(JST 1/25/89)

ORGANIZATIONAL ACTION
OF
BOARD OF DIRECTORS
OF
ANDOVER PLACE OWNERS ASSOCIATION, INC.

We, the undersigned, being all the designated directors of Andover Place Owners Association, Inc., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), do hereby take the organizational action required by Florida General Corporation Act (the "Act"), by consenting to the adoption of the following resolutions, and that such action be taken without a meeting of the Board of Directors:

ACTIONS OF DIRECTORS AND SUBSCRIBER.

RESOLVED, that the actions of the Incorporator be, and the same hereby are, ratified and approved in all respects; and further

RESOLVED, that the Articles of Incorporation of the Corporation, in the form attached hereto, be and are adopted and approved as the Articles of Incorporation of the Corporation; and

ADOPTION OF BYLAWS.

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto, be and hereby are adopted as the Bylaws of the Corporation; and

OFFICERS.

RESOLVED, that the following persons are elected to the office of the Corporation set opposite their respective names to serve until the election and qualification of their respective successors:

Charles A. Brown, Jr.	President
Gregory E. Matovina	Vice President & Treasurer
Jeffrey M. Jacobs	Secretary

CORPORATE BANK ACCOUNTS.

RESOLVED, that the President or any officer of the Corporation be, and each of them hereby is, authorized to open one or more bank accounts for the Corporation with any two officers to have signing authority until such time as a further resolution is adopted by the Board of Directors and certified as to such Bank; and further

MISCELLANEOUS ORGANIZATIONAL MATTERS.

RESOLVED, that the fiscal year of the Corporation end on December 31 of each year; and

RESOLVED, that the Treasurer be and he hereby is authorized to pay all fees and expenses incident and necessary to the organization of the Corporation; and

RESOLVED, that the form of corporate seal, the impression of which appears in the margin hereof, is hereby adopted as the corporate seal of the Corporation; and

RESOLVED, that James S. Taylor is designated registered agent of this Corporation in the State of Florida and the office hereof is designated as 1600 First Union Building, Jacksonville, Florida, 32202.

Notice of meeting and the holding of same is hereby waived by the undersigned Directors and Shareholders.

Dated: January 30, 1989

Charles A. Brown, Jr.

Jeffrey M. Jacobs

Gregory E. Matovina

JST/SU/AP-OA
(JST 1/24/89)

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Charles A. Brown, Jr.

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JST/SU/AP-OA
(JST 1/24/89)