

RECEIVED

APR 26 2007

This document was prepared by and should be returned to:  
The Hampton Lakes of Davenport Homeowners Association, Inc.,  
Legal Committee:  
Frank Treston and Geoffrey Kindon,  
c/o Boyle Management Services Inc. Suite 235  
498 Palm Springs Drive  
Altamonte Springs, FL 32701

**CERTIFICATE OF 2007 AMENDMENT TO THE  
2006 AMENDED AND RESTATED  
BY-LAWS  
FOR  
HAMPTON LAKES OF DAVENPORT HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That on this 21st day of April, 2007, the undersigned representative of HAMPTON LAKES OF DAVENPORT HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation (the "Association"), pursuant to Florida Statutes and to the 2006 Amended and Restated By-Laws for the Association dated January 1, 2006, and recorded January 20, 2006, in the Public Records of Polk County, Florida (collectively the "2006 Restated By-Laws"), hereby certifies that the 2006 Restated By-Laws were further amended by the 2007 Amendment Number Two to the 2006 Restated By-laws (the "2007 Amendment Number Two"), a copy of which 2007 Amendment Number Two is attached hereto as Exhibit "A" and by reference made a part hereof.

The 2007 Amendment Number Two was approved at the Annual General Meeting of the Association on the above mentioned date, where a Quorum of the Membership was present either in person or by General Proxy by a vote duly taken and certified of one hundred and two in favor, and two not voted. This Certificate is hereby executed for the purpose of giving effect to the 2007 Amendment Number one, and recording it on the Public Records of Polk County, Florida.

INSTR # 2007108935  
BK 07295 PGS 1519-1522 PG(s) 4  
RECORDED 05/22/2007 04:35:46 PM  
RICHARD M WEISS, CLERK OF COURT  
POLK COUNTY  
RECORDING FEES 35.50  
RECORDED BY S Wiggins

HAMPTON LAKES OF DAVENPORT HOMEOWNERS  
ASSOCIATION, INC.

By: Geoffrey Kindon  
Geoffrey Kindon, Vice President

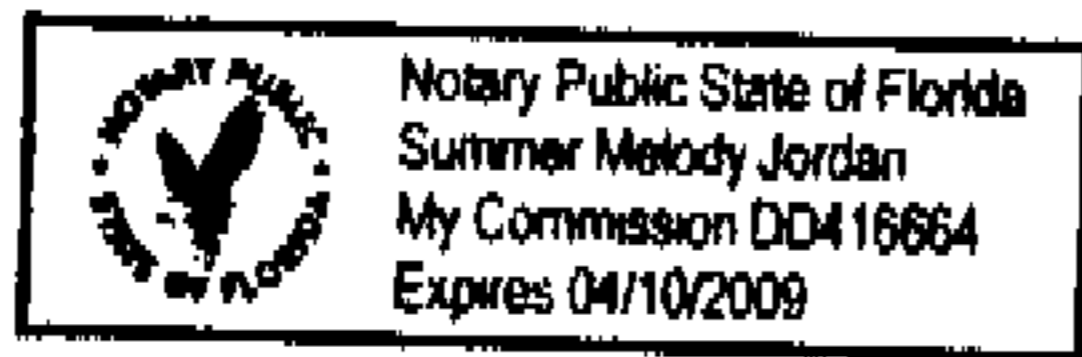
Filing for the Association

Boyle Management Services  
Print name: Boyle Management Services

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April 2007, by  
Geoffrey Kindon

NOTARY PUBLIC



(SEAL)

Summer M Jordan  
State of Florida

Personally known   
OR  
Produced Identification

**EXHIBIT "A"**  
**2007 AMENDMENT NUMBER TWO TO THE**  
**2006 AMENDED AND RESTATED BY-LAWS**  
**FOR**  
**HAMPTON LAKES OF DAVENPORT HOMEOWNERS ASSOCIATION, INC.**

**THIS 2007 AMENDMENT NUMBER TWO** (the "Amendment") to the 2006 Amended and Restated By-Laws for Hampton Lakes of Davenport Homeowners Association, Inc., a Florida non-profit corporation (the "Association") is made this 21<sup>st</sup> day of April, 2007.

**WITNESSETH:**

**WHEREAS**, the Centex Homes, a Nevada general partnership authorized to transact business in the State of Florida (the "Declarant"), executed the 2006 Amended and Restated By-Laws for Hampton Lakes of Davenport Homeowners Association, Inc. dated January 1, 2006 (the "2006 Restated By-Laws") and recorded the same on January 20, 2006, on the Public Records of Polk County, Florida, on Official Records Book 6598, Page 1742 *et seq.* (collectively, the "2006 Restated By-Laws and Declaration");

**WHEREAS**, the 2006 Restated By-Laws contain an Article IV that defining the officers of the Board of Directors and their duties, and;

**WHEREAS**, the Association is now undertaking to amend the 2006 Restated By-Laws, to change a portion of that Article, and;

**WHEREAS**, the Association deems it in its best interest to amend certain provisions of the 2006 Restated By-Laws and desire that it be so amended on the terms set forth below:

**Article IV**  
**Officers**

4.1. **Board of Directors Officers.** All Officers are Officers of the Board of Directors not the Association ~~'s~~ these officers shall include a President, Vice President, Secretary, and Treasurer. The officers shall be Board members; The Board may also appoint such other officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, as it shall deem desirable, such officers to have such authority and perform such duties as the Board prescribes. Such other Officers shall be Board Members, Owners or Residents. Any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President.

4.2. **Election and Term of Office.** All of the Board of Directors are of equal status and equal vote. The Board shall elect the Board's ~~Association's~~ officers at the first Board meeting following the Turnover Meeting and after each Association annual meeting. Officers shall serve until their successors are elected.

4.3. **Removal and Vacancies.** Any officer may be removed by a vote of at least a majority of the directors. The Board shall appoint a replacement to fill any vacancy in any office for the unexpired portion of the term.

4.4. **Powers and Duties.** The Board's ~~Association's~~ officers each shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as the Board may specifically confer or impose.

4.5. **Resignation.** Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.6. **Agreements, Contracts, Deeds, Leases, Checks, Etc.** All agreements, contracts, deeds, leases, checks, and other Association instruments shall be executed by an officer, unless the Board provides otherwise, or by such other person or persons as the Board may designate by resolution.

4.7. **Compensation.** Compensation of officers shall be subject to the same limitations as compensation of directors under Section 3.18.

4.8. **President.** The President shall be the chief executive officer of the Board of Directors ~~Association.~~ He or she shall preside at all meetings ~~of the Association and~~ of the Board at which he or she is present. He or she may also preside as Chairperson at all meetings of the Association. He or she shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the power, subject to the provisions of Article V, and with the advice and consent of at least a majority of the Board, to appoint committees from among all the Members from time to time as may be ~~he or she may in his or her discretion~~ decided is appropriate to assist in the conduct of the affairs of the Association. The President shall, subject to the

advice and control of the Board, have general supervision, direction, and control of the business of the Association. The President may, with the consent of a majority of the Board, shall be an ex-officio a member of any all standing committees he or she may wish, and shall have such other powers and duties as may be prescribed by the Board or these By-Laws.

4.9. Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President is absent, disabled, or refuses or is unable to act. The Vice President may share all or part of the general supervision, direction and control of the business of the Association with the President as the Board may direct. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be conferred upon him or her by the Board or these By-Laws.

4.10. Secretary. The Secretary shall prepare or supervise the preparation of meeting minutes as required by applicable law. The Secretary shall keep (or cause to be kept) the minutes of all meetings of the Board and the minutes of all meetings of the Association at the Association's principal office or at such other places as the Board may order. The Secretary shall have charge of such books and papers as the Board may direct. The Secretary shall, in general, perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notice of meetings of the Members of the Association and of the Board required by these By-Laws or by law to be given. The Secretary shall maintain (or cause to be maintained) a book of record Owners, listing the names and addresses of the Owners furnished by the Association, and such books shall be changed only at such time as satisfactory evidence of a change in ownership of a Lot is presented to the Secretary. The Secretary shall perform such other duties as may be prescribed by the Board or these By-Laws. The Secretary may delegate all or a part of such duties to the managing agent.

4.11. Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts, tax records, and business transactions of the Association, including accounts of all assets, liabilities, receipts, and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board, in accordance with the Declaration and these By-Laws, shall render to the President and the Board, upon request, an account of all of his or her transactions as Treasurer and of the financial conditions of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws. The Treasurer may delegate any part or all of such duties to the managing agent. The Treasurer shall supervise the preparation of the Association's budget, but may delegate all or part of the preparation and notification duties to a finance committee, managing agent, or both.

**NOW THEREFORE**, in consideration of the premises and the covenants herein contained, the Association does hereby adopt this 2007 Amendment Number Two on the following terms, and the 2006 Restated By-Laws of the Association is hereby amended and shall from this day forward read as follows:

#### **Article IV** **Officers**

4.1. Board of Directors Officers. All Officers are Officers of the Board of Directors not the Association these officers shall include a President, Vice President, Secretary, and Treasurer. The officers shall be Board members; The Board may also appoint such other officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, as it shall deem desirable, such officers to have such authority and perform such duties as the Board prescribes. Such other Officers shall be Board Members, Owners or Residents. Any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President.

4.2. Election and Term of Office. All of the Board of Directors are of equal status and equal vote. The Board shall elect the Board's officers at the first Board meeting following the Turnover Meeting and after each Association annual meeting. Officers shall serve until their successors are elected.

4.3. Removal and Vacancies. Any officer may be removed by a vote of at least a majority of the directors. The Board shall appoint a replacement to fill any vacancy in any office for the unexpired portion of the term.

4.4. Powers and Duties. The Board's officers each shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as the Board may specifically confer or impose.

4.5. Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.6. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other Association instruments shall be executed by an officer, unless the Board provides otherwise, or by such other person or persons as the Board may designate by resolution.

4.7. Compensation. Compensation of officers shall be subject to the same limitations as compensation of directors under Section 3.18.

4.8. President. The President shall be the chief executive officer of the Board of Directors. He or she shall preside at all meetings of the Board at which he or she is present. He or she may also preside as Chairperson at all meetings of the Association. He or she shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the power, subject to the provisions of Article V, and with the advice and consent of at least a majority of the Board, to appoint committees from among all the Members from time to time as may be decided is appropriate to assist in the conduct of the affairs of the Association. The President shall, subject to the advice and control of the Board, have general supervision, direction, and control of the business of the Association. The President may, with the consent of a majority of the Board, be an ex-officio a member of any standing committees he or she may wish, and shall have such other powers and duties as may be prescribed by the Board or these By-Laws.

4.9. Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President is absent, disabled, or refuses or is unable to act. The Vice President may share all or part of the general supervision, direction and control of the business of the Association with the President as the Board may direct. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be conferred upon him or her by the Board or these By-Laws.

4.10. Secretary. The Secretary shall prepare or supervise the preparation of meeting minutes as required by applicable law. The Secretary shall keep (or cause to be kept) the minutes of all meetings of the Board and the minutes of all meetings of the Association at the Association's principal office or at such other places as the Board may order. The Secretary shall have charge of such books and papers as the Board may direct. The Secretary shall, in general, perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notice of meetings of the Members of the Association and of the Board required by these By-Laws or by law to be given. The Secretary shall maintain (or cause to be maintained) a book of record Owners, listing the names and addresses of the Owners furnished by the Association, and such books shall be changed only at such time as satisfactory evidence of a change in ownership of a Lot is presented to the Secretary. The Secretary shall perform such other duties as may be prescribed by the Board or these By-Laws. The Secretary may delegate all or a part of such duties to the managing agent.

4.11. Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts, tax records, and business transactions of the Association, including accounts of all assets, liabilities, receipts, and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board, in accordance with the Declaration and these By-Laws, shall render to the President and the Board, upon request, an account of all of his or her transactions as Treasurer and of the financial conditions of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws. The Treasurer may delegate any part or all of such duties to the managing agent. The Treasurer shall supervise the preparation of the Association's budget, but may delegate all or part of the preparation and notification duties to a finance committee, managing agent, or both.

All other provisions of the 2006 Restated By-Laws of the Association not expressly modified herein are hereby ratified and affirmed.