

EXHIBIT B TO CERTIFICATE

BYLAWS

OF

MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC.



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MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not For Profit
Under the Laws of the State of Florida

1. Identity. These are the Bylaws of the MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC., hereinafter sometimes called the Association, a corporation not for profit under the laws of the State of Florida. The Articles of Incorporation of the Association were filed in the office of the Secretary of State. The Association has been organized for the purposes set forth in the Articles of Incorporation.

1.1. The office of the Association shall be at:

2666 Airport Road South
Naples, Florida 33962

1.2. The fiscal year of the Association shall be determined by the Board of Directors, but in the absence of a contrary determination, shall be the calendar year.

1.3. The seal of the corporation shall be selected by the first Board of Directors.

2. Members.

2.1. Membership. Membership in the Association shall be as set forth in the Articles of Incorporation and in the Declaration of Covenants of MAPLEWOOD.

2.2. Annual Meeting. The annual members' meeting shall be held in December in each year at such date, time and such place as the Board of Directors determines. The purpose of the meeting shall be to elect directors and to transact any other

authorized business. Until such time as the Developer turns over control of the Association to the non-developer members, the Board of Directors shall have the right to waive the annual members' meeting. If the Board of Directors waives the annual meeting of members, the Directors for the ensuing year shall be those individuals appointed by the Declarant, Coast Communities Corporation, a Florida corporation.

In order to facilitate the transition from a Developer-controlled Board of Directors to a member-controlled Board of Directors, the Board of Directors shall have the right to call for a special election to elect the first member-controlled Board of Directors. Any such election shall be held no less than four (4) months prior to the date the Developer relinquishes control of the Board and said election may be conducted by mail, if the then-directors so choose. Thus, in this particular situation, the member-elected Board will not take office at the time of their election, but will take office at the time the Developer relinquishes control. During the interval the directors-elect shall have the opportunity to familiarize themselves with the operation of the Association.

2.3. Special members' meetings shall be held at such time and in such place in Collier County as the Board of Directors determines appropriate. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

2.4. Notice of a meeting of members stating the date, time and place and the objectives for which the meeting is called shall be given by the Board of Directors by sending such notice to the address of such member as it appears in the Association's records. Notice of a membership meeting shall be given at least 40 days in advance of such meeting. A member who becomes a member by purchasing a "residential unit" from someone other than the original developer shall have the obligation to notify the Secretary of the Association of the fact that he has become a member by reason of his purchase of a specified residential unit and of the address where notices to him should be sent. A member who does not so notify the Secretary may not object to the fact that the Association has not sent him notice.

2.5. A quorum at members' meetings shall consist of members, represented in person or by general or limited proxies, who are entitled to cast ten percent (10%) of the votes entitled to be cast at such meeting, however, no quorum shall be needed to conduct the election of directors. If a quorum is present, an affirmative vote of a majority of the votes present (in person or by proxy) shall be the act of the members, except when a greater vote is required by the Articles of Incorporation or the Declaration of Covenants for MAPLEWOOD. Any vote by members may be

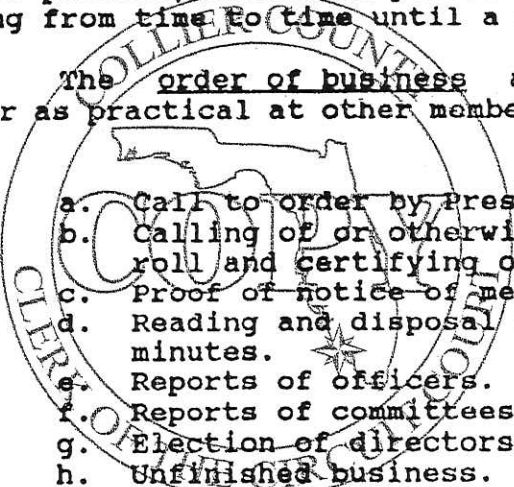
conducted by mail. Any member who votes by mail shall be considered as part of the quorum for the action upon which the vote was taken. Any member has the right to vote by proxy, provided said proxy complies with Florida Statute 617.306. A member who is entitled to vote by proxy shall also be counted for quorum purposes.

2.6. Voting. Voting rights of members shall be as set forth in the Articles of Incorporation for MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC. and the Declaration of Covenants for MAPLEWOOD, and as set forth in these Bylaws.

2.7. Proxies. A member may cast his vote in person or by proxy. A proxy may be made by any person entitled to vote. A proxy must be filed with the Secretary before the appointed time of the meeting.

2.8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.9. The order of business at annual members meetings and as far as practical at other members' meetings, shall be:

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- a. Call to order by President.
 - b. Calling of or otherwise establishing the roll and certifying of proxies.
 - c. Proof of notice of meeting.
 - d. Reading and disposal of any unapproved minutes.
 - e. Reports of officers.
 - f. Reports of committees.
 - g. Election of directors.
 - h. Unfinished business.
 - i. New business.
 - j. Adjournment.

3. Directors.

3.1. The affairs of the Association shall be managed by a board of not less than three nor more than eleven directors, the exact number to be determined by the Board of Directors and set forth in the notice of the meeting or election at which the directors are to be elected. The Board shall be known as the Board of Administration or the Board of Directors.

3.2. Except as provided in paragraph 2.2, the election of Directors shall be conducted in the following manner:

a. Election of directors shall be held at the annual members' meeting. The Board of Directors shall determine the number of directors to serve on the Board of Directors that is to be elected prior to giving notice of the meeting.

b. Any member may nominate himself or herself for a director position, provided such nomination complies with the procedural and time requirements for such nominations as established by the Corporation's Bylaws or by Board-of-Director Resolution.

c. Each member shall be entitled to vote one vote for each director position that is being voted upon, but there shall be no cumulative voting and any ballot that does not have a different name for each director position voted upon shall be disqualified and shall not count. Joint owners shall have the voting rights set forth in the Declaration. Voting shall not be for specific director positions, rather, those individuals having the highest number of votes shall be elected to the Board. Thus, if the number of director positions to be filled is 5, those individuals who receive the 5 highest number of votes shall be elected directors. In the event of a tie vote, the winner shall be decided by chance, in the manner determined to be appropriate by the Board. Provided such determinations are not contrary to the Declaration, the Articles of Incorporation and/or these Bylaws, the Board shall also have the right to determine any other matters that arise in connection with the election process of directors. Members who own more than one (1) residential unit in MAPLEWOOD shall have the number of votes provided for in the Declaration.

d. Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

3.3. The term of each director's service shall extend until the annual meeting of the members for the year when his term ends, or until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided. Notwithstanding the foregoing, in order to provide for continuity of governance, the first election of directors after the turnover shall provide that a minority of the directors shall be elected for a term of one (1) year. Thus, e.g., if five (5) director positions are to be filled in the first such election, two of those positions shall be for a one (1) year term, while three (3) of those positions shall be for a two (2) year term. Those nominees who receive the three (3) highest number of votes shall serve a two (2) year term, while the remaining two (2) nominees shall serve a one (1) year term. In the event of a tie vote, the matter shall be decided by chance, in the manner determined to be appropriate by the Board. In all subsequent elections of directors, the term shall be for a two (2) year term.

3.4. The organizational meeting of a newly-elected board of directors shall be held promptly after the directors election at such place and time as shall be fixed by the directors at the meeting wherein elected, and no further notice of the organization meeting shall be necessary.

3.5. Regular meetings of the Board of Directors 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 or telegraph, and shall be transmitted at least three days prior to the meeting.

3.6. Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3rd) of the directors. Notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than three days prior to the meeting.

3.7. 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.

3.8. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. 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 of Directors, except when approval by a greater number of directors is required by the Articles of Incorporation or these Bylaws, or the Declaration of Covenants for MAPLEWOOD.

3.9. Adjourned meeting. If at any meeting of the Board of Directors 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.

3.10. Joinder In Meeting By Approval Of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of that director for the purpose of determining a quorum and for the purpose of counting his vote on the action taken.

3.11. The presiding officer of directors' meeting shall be the chairman of the board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

3.12. The order of business at directors' meeting shall 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. Election of officers.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

3.13. Except as set forth hereafter, the Board of Directors shall adopt the budget for the Association and shall maintain and regulate property placed under its jurisdiction. The Board shall also make specific assessments against each residential unit within MAPLEWOOD pursuant to the provisions of the Declaration of Covenants for MAPLEWOOD and shall otherwise cause the Association to perform all of its responsibilities as set forth in the Articles of Incorporation and the Declaration of Covenants for MAPLEWOOD. The Board of Directors may appoint or hire such agents, attorneys, employees or other persons or entities as it finds necessary to fulfill its functions.

Until such time as the Developer turns over control of the Association to the non-developer members, the Board of Directors shall have the right to make annual assessments against non-developer owners in an amount not to exceed the amounts guaranteed by the Developer in the Declaration of Covenants for MAPLEWOOD. Due to the difficulty of anticipating Association expenses in the early years of a development, assessments made prior to the turn-over can be made without the necessity of adopting an annual budget, provided said assessments do not exceed the guaranteed amounts.

3.14. The present directors of the Board of Administration are::

William T. Higgs
Susan M. Sprehn
Matthew J. Loiacano

a. The aforesaid individuals shall hold office and exercise all powers of the Board of Directors until the next annual meeting of the Members, or until the Developer relinquishes control of the Association, whichever occurs first.

b. The Board of Directors elected at the annual members' meeting shall assume control of the Association immediately after said meeting, except that the first member-controlled Board of Directors shall assume control as provided for in Paragraph 2.2.

3.15. Board of Director meetings shall be open to all members and notice of meetings shall be posted in a conspicuous place in the Association's Clubhouse at least forty-eight (48) hours in advance, except in emergency. Notice of any director meeting in which assessments against members' properties are to be considered shall specifically contain a statement that assessments will be considered and a statement of the nature of such assessments. Notwithstanding the preceding, no Notice of Director meetings need be given to the members while the Developer controls the Board of Directors.

4. Powers And Duties Of The Board Of Directors. All of the powers and duties of the Association existing under the Articles of Incorporation, The Declaration, and these Bylaws shall be exercised by the Board of Directors, and through the authorized corporate officers.

5. Officers.

5.1. The executive officers of the Association shall be a President, who shall be a director, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and all of whom may be peremptorily removed at any meeting by concurrence of a majority of the directors. A person may hold more than one office except that the President may not also be the Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

5.2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the members from time to time to assist in the conduct of the affairs of the Association as he in his discretion may determine appropriate.

5.3. The Vice President shall exercise the powers

and perform the duties of the President in the absence or disability of the President. He also shall assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4. The Secretary shall keep the minutes of all proceedings of the directors and the members. He shall attend to the serving of all notices to the members and directors and other notices required of law. He shall have custody of the seal of the Association and shall affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

5.5. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. He shall submit a treasurer's report of the Board of Directors at reasonable intervals and shall perform all other duties incident to the office of treasurer.

5.6. The compensation of all officers and employees of the Association shall be fixed by the directors.

6. Amendments. Except as elsewhere provided otherwise, these Bylaws may be amended in the following manner.

6.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

6.2. A resolution adopted by a majority of Directors plus one shall amend these Bylaws.

7. Default. In the event a member does not pay any sums, charges or assessments required to be paid to the Association within 30 days from the due date, the Association acting on its own behalf or through its Board of Directors may enforce its lien for assessments to which it is entitled. Such action may include filing a notice of claim of lien in the Public Records and foreclosing said lien.

In the event of violation of the provisions of the Declaration, Articles of Incorporation or Bylaws, as the same are or may be hereafter constituted, the Association, on its own behalf or by and through its Board of Directors, may bring appropriate action to enjoin such violation or may enforce the provisions of

such documents, or may sue for damages, or take such other course of action, or other legal remedies as it or they may deem appropriate. The Association, acting through its Board of Directors, may impose a reasonable fine against members for violations of the Association's governing documents, as permitted by Florida Statute 617.305.

8. Rules and Regulations. The Board of Directors shall have the power to pass Rules and Regulations governing the details of the operation and use of the property placed in its jurisdiction. Such rules and regulations shall be considered a part of the Association's governing documents. The Association's other governing documents are the Declaration of Covenants for MAPLEWOOD, the Articles of Incorporation for MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC., and these Bylaws. In the event of any conflict between the governing documents, the order of priority shall be as follows: Declaration of Covenants, Articles of Incorporation, Bylaws, Rules and Regulations.

9. Declaration. "Declaration" shall mean the Declaration of Covenants, Conditions, Restrictions and Easements for MAPLEWOOD as recorded in the Public Records of Collier County, Florida, and as amended and/or restated from time to time.

The foregoing were adopted as the Bylaws of MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, on the 12th day of April 1994.


Matthew J. Lolacano
Acting Secretary

