

BY- LAWS

of

MYSTIC PALMS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation not for profit**Article I Definitions**

1. "Association" shall mean and refer to Mystic Palms Subdivision Homeowners Association, Inc., a not for profit corporation organized and existing of the laws of the State of Florida.
2. "Property" shall mean and refer to that certain real property known as Mystic Palms Subdivision.
3. "Owner" shall mean and refer to owners as defined in Section 10 Article I of the Declaration of Covenants, Conditions and Restrictions of Mystic Palms Subdivision.
4. "Developer" shall mean and refer to William W. McLemore and Glenda N. McLemore. Developer as used herein shall mean and refer to the Declarant as used within the Covenants, Conditions and Restrictions of Mystic Palms Subdivision.

Article II Membership

1. Membership of the association is as set forth in Article II of the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision.
2. The rights of membership are subject to the payment of lawful assessments levied by the association, the obligation of which assessment is imposed against each owner of, and becomes a lien upon, the property against such assessments are made as provided by the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision.

Article III Board of Directors

1. The directors of the association shall be elected at the annual meeting as provided for in Articles of Incorporation. Directors shall be elected by written ballot by a majority of votes, each lot being entitled to cast a vote as set forth in Article II of the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision. Each lot may cast a vote for as many nominees as there are vacancies to be filled (cumulative voting prohibited).
2. Any director may be removed from office at any time with or without cause by an affirmative majority vote of the association membership.
3. The first meeting of the initial Board of Directors, for the purpose for organization, shall be held immediately after the incorporation of the association. The initial directors and officers of the association shall be those set forth in the Articles of Incorporation of Mystic Palms Subdivision Homeowners Association, Inc. Any action taken at such meeting shall be by a majority of the whole board.
4. Regular meetings of the Board of Directors may be held at any place or places within Gulf County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.
5. Notices of all board meetings shall be given by personal delivery or by mail when such

mail is mailed or personally delivered to the owners at least 5 days in advance of the meeting except in cases of emergency. In the alternative, the board may adopt at its annual meeting specific times and dates of regular meetings of the Board of Directors which shall be spread across the minutes of said meeting and constitute notice to all members of said meeting.

6. Special meetings of the board may be called by the President or by any two members of the board provided notice is given as set forth in paragraph 5 above.

Article IV Officers

1. Any officer may be removed at any time by an affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the board.

2. The President shall be the chief executive officer of the association and shall preside at all meetings of the members of the association and/or Board of Directors. He or She shall have the general power and duties of supervision and management of the association which usually pertains to that office and shall perform all such duties as are properly required by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such power and perform such duties as usually pertain to such office or as are properly required by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership and of the association and the directors where notices of such meetings are required by law or in these By-laws. He or she shall keep minutes of the meetings of the membership or the Board of Directors in accordance with Section 617.303 (Florida Statutes). The Treasurer who may be one in the same as the Secretary shall have the care and custody of all the monies and securities of the association and shall enter on the books of the association full and accurate accounts of all monies received or paid on account of the association. He or she shall perform all such duties as pertain to that office or as properly required by the Board of Directors.

3. A vacancy in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

Article V Meeting of Members

1. The regular annual meeting of the members shall be held on the third Friday of the month of January in each year beginning in 2005 at such time and place as shall be determined by the Board of Directors.

2. Special meetings of the members may be called at any time by the President, Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all the votes of the entire membership.

3. Notice may be given to the members by mail when such mail is mailed or personally delivered to the owners at least 5 days in advance of the meeting. The notice shall set forth the general nature of the business to be transacted; provided, however, that if any business of the meeting involves any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

4. The presence at the meeting, in person or by proxy, of members entitled to cast Eight percent (8%) of the votes shall constitute a quorum for any action governed by these by-laws.

Article VI Architectural Control Committee

1. The architectural control committee shall be a committee composed of no less than three owners who shall be appointed by the directors of the association; provided, however, that the developers shall have the right to appoint a majority of the committee members as long as developer owns any of the lots in the subdivision. Such committee members including the initial committee, shall serve one year terms or until replaced by the Board of Directors. Thereafter the architectural control committee shall be appointed by the Board of Directors.

2. It shall be the duty of the architectural control committee to regulate the external design, appearance, location and maintenance of the property and of the improvements thereon and to regulate the uses of the property described in the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision.

3. The committee may formulate general guidelines of procedures and submit them for confirmation to the Board of Directors. Such guidelines and procedures shall be consistent with the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision, the By-laws, and the Articles of Incorporation of Mystic Palms Subdivision Homeowners Association, Inc.

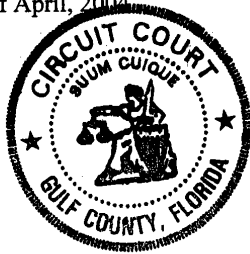
Article VII Amendment

1. These by-laws may be amended at any regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy provided that notice to the members of the meeting discloses that amendment of the by-laws is agended for consideration. No amendment of these by-laws shall be inconsistent with provisions contained in the Articles of Incorporation of Mystic Palms Subdivision Homeowners Association, Inc. or the Declaration of Covenants, Conditions and Restrictions for Mystic Palms Subdivision.

2. In case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control, and in case of any conflict between the Declaration of Covenants, Conditions and Restrictions and these by-laws, the Declaration of Covenants, Conditions and Restrictions shall control.

We hereby certify that the foregoing by-laws of the above named corporation were duly adopted by the Board of Directors of said association at a meeting held for such purposes on the

30th day of April, 2004



William W. McLemore

William W. McLemore

Glenda N. McLemore

Glenda N. McLemore