



Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue, Suite A
Oldsmar, Florida 34677

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JED PITTMAN, PASCO COUNTY CLERK
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**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF
KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the Board of Directors of Key Vista Villas Homeowners Association, Inc. (the "Association") held on December 21, 2006, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Bylaws of Key Vista Villas Homeowners Association, Inc., attached hereto as Exhibit A, were duly adopted by the Board of Directors following proper notice. The Declaration of Covenants, Conditions and Restrictions of Key Vista Villas were originally recorded in Official Records Book 4504, Page 730, and the Bylaws of Key Vista Villas Homeowners Association, Inc. was originally recorded in Official Records Book 4504, Page 779, both of Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 14th day of Nov, 2007.

KEY VISTA VILLAS HOMEOWNERS
ASSOCIATION, INC.

Diana G Casey
Signature of Witness #1

DIANA G CASEY
Printed Name of Witness #1

Deborah L Smith
Signature of Witness #2

Deborah L Smith
Printed Name of Witness #2

By: Robert S Bierly
Robert Bierly, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 14th day of Nov, 2006, by Robert Bierly, as President of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he executed this document on behalf of the corporation. He is personally known to me or has produced FL Drivers Lic. as identification.

Deborah L Smith
Notary Public

Printed Name



Deborah L. Smith
Commission # DD604587
Expires December 14, 2010
Bounded Troy Felt Insurance, Inc. 800-385-7018

AMENDED AND RESTATED
BYLAWS
OF KEY VISTA VILLAS
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of the corporation is KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

Section 2. Location. The principal office of the Association shall be as may be designated from time to time by the Board of Directors.

ARTICLE II - DEFINITIONS

1. "Articles" shall mean the Articles of Incorporation of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit.
2. "Association" shall mean and refer to KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, its successors and assigns.
3. "Board" shall mean the Board of Directors of the Association.
4. "Bylaws" shall mean the Bylaws of the Association.
5. "Declarant" shall mean and refer to KEY VISTA INVESTMENTS, LLC, a Florida limited liability company, and its successors and assigns.
6. "Declaration" shall mean and refer to the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR KEY VISTA VILLAS recorded at Official Records Book 4504, Page 730, in the Office of the Clerk of the Circuit Court of Pasco County, Florida, the terms of which are incorporated herein by reference.
7. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.
8. "Member" shall mean and refer to those persons entitled to membership in the Association provided in the Declaration.
9. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
10. "Property" or "Properties" shall mean and refer to that certain real property described in the Declaration.

11. "Voting Member" shall mean the owner authorized to cast the vote for a Lot as set forth in the Declaration.

All other terms used herein and defined in the Declaration shall have the definition set forth in the Declaration.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held in either February or March of each year, at such time and place as may be directed by the Board of Directors from time to time. 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.

Section 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 vote one-fourth (1/4) of all of the votes of the Class A Voting Members.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary of the Association 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 Members' 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. Electronic notices of meetings, including those sent by facsimile and electronic mail can be utilized, provided that the Voting Member must consent in writing to receive notices by electronic transmissions, in accordance with procedures set forth in the Florida Statutes.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the 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 at such meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented by proxy.

Section 5. Proxies. At all meetings of Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease as to any Lot upon conveyance by the Member owning such Lot.

Section 6. Place. All members Meetings shall be held within the State of Florida as may be directed by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. Beginning with the annual meeting in 2007, the affairs of this Association shall be managed by a Board of Directors consisting of seven (7) Board Members. At the annual meeting in 2007, the four (4) persons receiving the highest number of votes shall be elected for two-year terms of office, and the other three (3) Directors shall serve one-year terms of office. In the event that no election is held, then the Directors shall decide among themselves as to whether they will serve a one-year term or a two-year term, and if they cannot agree they shall draw lots for this purpose. Each year thereafter, either three (3) or four (4) Directors will be elected for terms of two years each as the terms of their predecessors expire.

Section 2. Term of Office. The terms of office shall be staggered as set forth in Section 1 above.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the membership in the manner provided by the Florida Statutes. 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.

Section 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.

Section 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 effect as though taken at a meeting of the Directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Nomination and Election.

(a) Nominations for election to vacancies on the Board of Directors shall be made either by a Notice of Intent being submitted by an interested candidate, or by nomination from the floor at the annual meeting. A letter will be sent to all members at least 45 days prior to the election, along with a Notice of Intent form, on which the intent to run for the Board can be stated. Owners will have 15 days from the date of the mailing of this letter within which to nominate themselves or another eligible person (subject to acceptance of such nomination). Any candidate may submit an Information Form regarding their background and the reasons why they wish to run for the Board of Directors. This is to be no larger than an 8½ x 11" one-sided double-spaced form, and any Information Forms submitted will be sent to the owners along with the ballots. The Information Forms must be submitted prior to the time that the ballots are mailed out to the owners.

(b) All votes for elections to the Board of Directors shall be made either on a written ballot personally cast by the voting member, or by their proxy holder, which shall (a) describe the vacancies to be filled; (b) set forth the names of those who have submitted notice of their intent to run for

the Board; and (c) contain space for write-in candidates (subject to any write-in candidates being nominated from the floor at the annual meeting), and appropriate spaces or boxes to allow for a written vote by the Members. Such ballot shall be mailed to the Members at least fourteen (14) days in advance of the date of the annual meeting and the ballots must be returned not later than the day of the meeting where the election is to take place. A proxy form will also be mailed to the members if they wish to designate someone else to vote on their behalf.

(c) The Board of Directors shall establish voting procedures to be used, which may include a secret ballot system requiring an inner ballot envelope and an outer envelope to identify the eligible voter, and procedures to be used in the event of a tie vote. Each Member shall receive one ballot for each lot which they own. Each Member shall exercise on any one ballot only one vote for each vacancy shown thereon.

(d) At the meeting where the election is held, the voting member (not including any proxy holders) may withdraw a ballot previously submitted, in order to change their vote or vote for persons who have been nominated from the floor, until the time that a motion is adopted to close the balloting.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as the Board may from time to time establish at such place and hour as may be fixed from time to time by resolution of the Board. Should said 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.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than forty-eight (48) hours notice to each Director by telephone, facsimile, electronic mail or in person.

Section 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

Section 1. Powers. The Board of Directors shall have power to:

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

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

Section 2. Duties. It shall be the duty of the Board of Directors 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 at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to 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 in advance of each annual assessment period;
 - (2) send written notice of each assessment to every owner subject thereto in advance of each annual assessment period; and
 - (3) establish appropriate collection procedures, including the option of foreclosing 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 an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) designate those Board members who are authorized to sign any checks or other documents relating to financial affairs of the Association.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 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 to time by resolution create. Officers need not be Members of the Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

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

Section 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.

Section 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.

Section 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 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.

Section 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.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

(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; keep the corporate seal of the Association and affix it, if the President does not, on all papers requiring said seal; serve notice of meetings of the Board and of the Members; 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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year if required by law or requested by the Board; 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 Board of Directors shall appoint such committees which are required by the Declaration, and such other committees as deemed appropriate in carrying out purposes of the Association.

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, in accordance with procedures set forth in the Florida Statutes and such rules and regulations as are adopted by the Association. 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 reasonable cost.

ARTICLE XI - ASSESSMENTS

As more fully provided in the Declaration, 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 thirty (30) days after the due date, the assessments shall bear interest from the date of delinquency at the maximum rate permitted by law, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's 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-usage or abandonment of his Lot.

ARTICLE XII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association, the year and state of incorporation and the words "Corporation not for profit".

ARTICLE XIII - AMENDMENT

Section 1. These Bylaws may be amended, from time to time at a regular or special meeting of the Directors, by a majority vote of the Directors.

Section 2. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XIV - CONFLICTS

In the case 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.

END OF ADOPTED AMENDED AND RESTATED BYLAWS

BYLAWS
OF KEY VISTA VILLAS
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of the corporation is KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

Section 2. Location. The principal office of the Association shall be located at 26750 U.S. Highway 19 North, Suite 301, Clearwater, FL 33761, 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.

ARTICLE II - DEFINITIONS

1. "Articles" shall mean the Articles of Incorporation of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit.

2. "Association" shall mean and refer to KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, its successors and assigns.

3. "Board" shall mean the Board of Directors of the Association.

4. "Bylaws" shall mean the Bylaws of the Association.

5. "Declarant" shall mean and refer to KEY VISTA INVESTMENTS, LLC, a Florida limited liability company, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from Declarant for the purpose of development, and provided such rights, in whole or in part, are assigned in writing to such successors and assigns.

6. "Declaration" shall mean and refer to the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR KEY VISTA VILLAS recorded in the Office of the Clerk of the Circuit Court of Pasco County, Florida, the terms of which are incorporated herein by reference.

7. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

8. "Member" shall mean and refer to those persons entitled to membership in the Association provided in the Declaration.

9. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

10. "Property" or "Properties" shall mean and refer to that certain real property described in the Declaration.

11. "Voting Member" shall mean the owner authorized to cast the vote for a Lot as set forth in the Declaration.

All other terms used herein and defined in the Declaration shall have the definition set forth in the Declaration.

ARTICLE III - MEETINGS OF MEMBERS

Section 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 annually on such day and at such time as may be directed by the Board of Directors from time to time. 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.

Section 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 vote one-fourth (1/4) of all of the votes of the Class A Voting Members.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary of the Association 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 Members' 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.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of either or both classes 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 at such meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented by proxy.

Section 5. Proxies. At all meetings of Members, each Voting Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease as to any Lot upon conveyance by the Member owning such Lot.

Section 6. Place. All members Meetings shall be held within the State of Florida as may be directed by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, Directors need not be Members of the Association. The Members, by majority vote at which a quorum is present at an annual or special meeting, may increase the number of Directors to any odd number up to nine (9); however, there shall never be less than three (3) Directors.

Section 2. Term of Office. The initial Board of Directors designated in the Articles of Incorporation shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year. A Director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve. Provided that so long as there is a Class B member Declarant shall have the right to name Directors.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of both classes of membership. 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, providing that so long as there is a Class B membership Declarant shall have the right to name successor Directors.

Section 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.

Section 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 effect as though taken at a meeting of the Directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall 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 of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such 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 of Directors 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.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot unless unanimously waived by the voting members present at the meeting. 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

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as the Board may from time to time establish at such place and hour as may be fixed from time to time by resolution of the Board. Should said 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.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 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

Section 1. Powers. The Board of Directors shall have power to:

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

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

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

(b) supervise all officers, agents and employees of this Association, and to 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 an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 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 to time by resolution create. Officers need not be Members of the Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

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

Section 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.

Section 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.

Section 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 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.

Section 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.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

(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; keep the corporate seal of the Association and affix it, if the President does not, on all papers requiring said seal; serve notice of meetings of the Board and of the Members; 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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts, cause an annual audit of the Association books to be made by a public accountant 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 Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out purposes of the Association.

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. 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 reasonable cost.

ARTICLE XI - ASSESSMENTS

As more fully provided in the Declaration, 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 thirty (30) days after the due date, the assessments shall bear interest from the date of delinquency at the rate of twelve percent (12%) 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 property, and interest, costs, and reasonable attorney's 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-usage or abandonment of his Lot.

ARTICLE XII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association, the year and state of incorporation and the words "Corporation not for profit".

ARTICLE XIII - AMENDMENT

Section 1. These Bylaws may be amended, from time to time at a regular or special meeting of the Directors, by a majority vote of the Directors.

Section 2. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration. If the Association is approved by HUDVA, then for so long as there is a Class B membership, HUDVA shall have the right to veto amendments to these Bylaws.

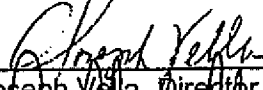
ARTICLE XIV - CONFLICTS

In the case 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.


IN WITNESS WHEREOF, we, being all of the Directors of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 13th day of December, 2000.



Robert B. Hutchinson, Director



Joseph Vella, Director



Don Sharp, Director

CERTIFICATION

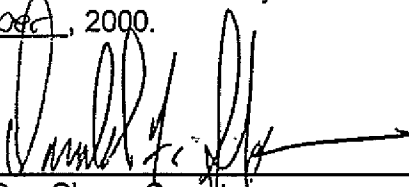
OR BK **4504** PG **786**
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I, Don Sharp, do hereby certify that:

I am the duly elected and acting Secretary of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, and,

The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 12th day of December, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 13th day of December, 2000.



Don Sharp, Secretary

(CORPORATE SEAL)

HISTORY OF BYLAWS

The initial Bylaws of KEY VISTA VILLAS HOMEOWNERS ASSOCIATION, INC., were first adopted on December 13, 2000. All Amendments made subsequent to said date are listed below:

AMENDMENTS

CHANGE NUMBER	DATE OF ADOPTION	BY WHOM ADOPTED	SECTIONS AMENDED

#210815 v1 - Key Vista Villas Bylaws

EXHIBIT "D"

OR BK **4504** PG **788**
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TRACT L per Key Vista Phase 1, a subdivision plat,
recorded in Plat Book 39, Pages 102 through 112,
inclusive, Public Records of Pasco County, Florida.

EXHIBIT "E"

KEY VISTA MASTER

All of Tracts 2, 3, 5, 6, 7, 8, 14, 15, 20, 25, 32, 42 and 43 of TAMPA AND TARPON SPRINGS LAND COMPANY'S SUBDIVISION, of Section 26, Township 26 South, Range 15 East, as shown on the plat recorded in Plat Book 1, pages 68 through 70 of the Public Records of Pasco County, Florida; ALSO, a portion of Tracts 4, 9, 10, 17, 18, 19, 26, 27, 28, 29, 31, 33, 34, 35, 36, 41, 42, 43 and 44 of TAMPA AND TARPON SPRINGS LAND COMPANY'S SUBDIVISION, of said Section 26; AND ALSO, the Southeasterly 1/2 of the Southwest 1/4 of the Northeast 1/4 of said Section 26; AND ALSO, the West 1/2 of the Southeast 1/4 of said Section 26; AND ALSO, a portion of the Northwest 1/4 of the Northwest 1/4 of said Section 26; all being further described as follows:

Commence at the Northeast corner of said Section 26; thence along the North boundary line of the Northeast 1/4 of said Section 26, North 89°38'09" West, a distance of 280.00 feet to the Northwest corner of the Florida Power Corporation Parcel as described in Official Record Book 721, page 823 of the Public Records of Pasco County, Florida, the same being the Northeast corner of the Holiday Gulf Parcel as described in Official Record Book 1243, page 457 of the Public Records of Pasco County, Florida, for a POINT OF BEGINNING; thence parallel with and 280 feet West of the East boundary line of the Northeast 1/4 of said Section 26, along the West boundary line of said Florida Power Corporation Parcel and along the East boundary line of said Holiday Gulf Parcel, South 00°49'10" West, a distance of 1306.71 feet to the Northeast corner of the Pasco County Parcel, as described in Official Record Book 1841, page 564 of the Public Records of Pasco County, Florida; thence along the boundary line of said Pasco County Parcel the following twelve courses and distances: North 89°22'44" West, 16.51 feet; 848.64 feet along the arc of a curve to the right, said curve having a radius of 1050.00 feet, a central angle of 35°23'40" and a chord of 638.37 feet which bears North 71°40'54" West; 72.18 feet along the arc of a curve to the left, said curve having a radius of 50.00 feet, a central angle of 82°42'48" and a chord of 66.07 feet which bears South 84°39'32" West; South 43°18'08" West, 263.10 feet; South 00°48'44" West, 491.00 feet; South 55°00'13" East, 273.49 feet; South 00°48'44" West, 480.00 feet; South 45°09'47" West, 495.00 feet; South 00°19'14" West, 264.01 feet; South 44°40'46" East, 355.98 feet; South 89°52'06" East, 484.91 feet; North 45°19'14" East, 358.33 feet to the West boundary line of said Florida Power Corporation Parcel; thence along the West boundary line of said Florida Power Corporation Parcel, South 00°17'56" West, a distance of 1700.00 feet; thence leaving the West boundary line of said Florida Power Corporation Parcel, North 59°14'14" West, a distance of 2714.90 feet to the north-south centerline of said Section 26; thence along the north-south centerline of said Section 26, North 00°14'32" East, a distance of 1000.00 feet to the South boundary line of said Holiday Gulf Parcel; thence along the South boundary line of said Holiday Gulf Parcel, parallel with the East-West centerline of said Section 26, North 89°51'52" West, a distance of 1312.63 feet to the West boundary line of the Southeast 1/4 of the Northwest 1/4 of said Section 26; thence along the West boundary line of the Southeast 1/4 of the Northwest 1/4 of said Section 26, South 00°08'57" West, a distance of 253.45 feet to the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of said Section 26; thence along the East-West centerline of said Section 26, North 89°51'52" West, a distance of 445.28 feet to the Easterly right-of-way line of Pineview Drive as described in Official Record Book 87, page 246 of the Public Records of Pasco County, Florida; thence along the Easterly right-of-way line of said Pineview Drive, the following seven courses and distances: North 00°02'46" East, 1008.65 feet; 396.71 feet along the arc of a curve to the left, said curve having a radius of 1093.00 feet, a central angle of 20°47'45" and a chord of 394.54 feet which bears North 10°21'07" West; North 20°44'59" West, 212.80 feet; 390.69 feet along the arc of a curve to the right, said curve having a radius of 407.00 feet, a central angle of 55°00'00" and a chord of 375.86 feet which bears North 06°45'01" East; North 34°15'01" East, 190.00 feet; 360.88 feet along the arc of a curve to the right, said curve having a radius of 667.00 feet, a central angle of 31°00'00" and a chord of 356.50 feet which bears North 49°45'01" East; 340.35 feet along the arc of a curve to the left, to the Northwest corner of Diocese of St. Petersburg Parcel as described in Official Record Book 1544, page 389 of the Public Records of Pasco County, Florida, the same being on the North boundary line of the Northwest 1/4 of said Section 26, said curve having a radius of 300.00 feet, a central angle of 63°00'06" and a chord of 322.39 feet which bears North 32°44'58" East; thence along the North boundary line of the Northwest 1/4 of said Section 26, South 89°45'50" East, a distance of 1316.48 feet to the Northwest corner of the Northeast 1/4 of said Section 26; thence along the North boundary line of the Northeast 1/4 of said Section 26, South 89°38'09" East, a distance of 2367.21 feet to the POINT OF BEGINNING.

The above described parcel contains 278.712 acres, more or less.

EXHIBIT "F"
AFFIDAVIT

OR BK **4504** PG **790**
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STATE OF FLORIDA)
COUNTY OF _____)

Before me the undersigned authority personally appeared _____ who after being first dually sworn to the state as follows:

1. I am 18 years of age or older and a member of a household that resides at Lot _____, _____ subdivision.
2. I hereby certify that I have personal knowledge of the ages of the occupants of this household and that at least one occupants of this household and that at least one occupant is 55 years of age or older.

This Affidavit is given in furtherance of 24 CFR Part 100.307.

WITNESSES:

Print name: _____

Print name: _____

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 20____, by _____ [He] [She] is personally known to me or has produced _____ as identification.

Notary Public
Print name _____
My commission expires: _____