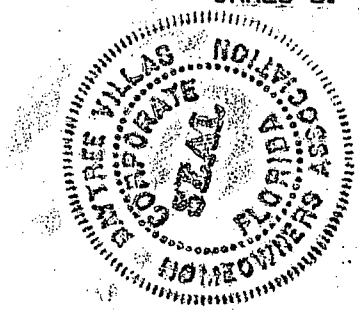


LAKE COUNTY
RECORDING FEES 29.00
TRUST FUND 4.00



This instrument prepared by and should be returned to:)
)
)
Elizabeth A. Lanham-Patrie, Esquire)
TAYLOR & CARLS, P.A.)
850 Concourse Parkway South)
Suite 105)
Maitland, Florida 32751)
(407) 660-1040)

**CERTIFICATE OF THIRD AMENDMENT TO BYLAWS
OF BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.**

THIS IS TO CERTIFY THAT attached as Exhibit "A" is a true and correct copy of the Third Amendment to Bylaws of Baytree Villas Homeowners Association, Inc., ("Bylaws") which Bylaws were recorded in Official Records Book 2392, Page 365, et., seq., of the Public Records of Lake County, Florida. This amendment was duly and properly adopted pursuant to the subject Bylaws as attested to in the Affidavit of Ann Harmon, attached as Exhibit "B".

EXECUTED at _____, Lake County, Florida, on this the 2nd day of Oct., 2003.

(CORPORATE SEAL)

WITNESSES:

Edga V. Acevedo
Print Name: EDGA V ACEVEDO
Quonne Campbell
Print Name: QUONNE CAMPBELL

BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.

By: Ann Harmon
ANN HARMON, President
Address: 619 Juniper Way
TAVARES, FL 32778

Print Name: _____

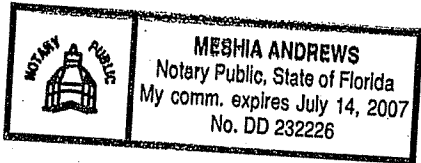
Attest: Frank Sargent
FRANK SARGENT, Secretary
Address: 2316 BAYWATER ROAD
TAVARES, FL 32778

Print Name: _____

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 2nd day of October, 2003, by ANN HARMON, and FRANK SARGENT, as President and Secretary, respectively, of BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the Corporation. They are personally known to me or have produced Driver License as identification.

WITNESS my hand and official seal in the County and State last aforesaid on this 2nd day of October, 2003.



Meshia Andrews
Notary Public-State of Florida
Print Name: MESHIA Andrews
Commission No.: 232226
My Commission Expires: July 14, 2007

THIRD AMENDMENT TO BYLAWS

OF

BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.

This Third Amendment to the Bylaws of Baytree Villas Homeowners Association, Inc. is made and entered into this 4th day of FEBRUARY, 2000.

WITNESSETH:

In consideration of these premises, the aforesaid Bylaws of Baytree Villas Homeowners Association, Inc. are amended as follows:

ARTICLE IV - SECTION 2 - SECOND AMENDMENT is amended in toto as follows:

SECTION 2 - After the date hereof the number of Directors to serve shall be increased to five (5) and a special meeting of the members shall be called as soon as possible to elect the five (5) Directors. The five (5) Directors shall be elected to terms ending at the time of the annual meeting in February 1999. At the next annual meeting in February 1999, the three (3) nominated Directors receiving the most votes will be elected to a two (2) year term and the two (2) nominated Directors receiving the next most votes will be elected to a one year term.

Thereafter at each annual meeting all Directors will be elected for a two (2) year period.

The foregoing document was adopted as the Third Amendment to the Bylaws as directed by ARTICLE XIII AMENDMENTS (b) of BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, under the laws of the State of Florida executed this 4th day of FEBRUARY, 2000.

BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.

BY: Stanley M. Johnson
Stanley M. Johnson as President

ATTESTED BY :
Dee Russell
SECRETARY



AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared the Affiant, **ANN HARMON**, who, being first duly sworn, deposes and says that the following statements are made from her personal knowledge and that she knows them to be true:

- 1. I am the current president of Baytree Villas Homeowners Association, Inc.
- 2. I have reviewed the minutes of the February 4, 2000, Annual Membership Meeting.

A copy of these minutes are attached as Exhibit "1".

3. These minutes reflect that the Board of Directors recommended that the membership approve the Third Amendment To Bylaws of Baytree Villas Homeowners Association, Inc., ("Third Amendment"), and that the Third Amendment was approved by a two-thirds (2/3) vote of the Residential Unit Owners as required by the Bylaws.

4. Pursuant to the attached minutes, the Third Amendment was duly and properly adopted. A true and accurate copy of the Third Amendment is attached as Exhibit "2".

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 27th day of August, 2003.

Ann Harmon
ANN HARMON
AFFIANT

SWORN TO AND SUBSCRIBED before me this 27 day of AUGUST, 2003, by **ANN HARMON**, who [] is personally known to me or who [] produced FH DK att 02/07/03 as identification.

Doreen Taylor
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: DOREEN TAYLOR
Commission No.: DD 123945
Commission Expires: June 9 2006



Doreen Taylor
My Commission DD123945
Expires June 09, 2006

NOTARY SEAL

Btv001 aff3



Baytree Villas Homeowners Association, Inc.

Annual Membership Meeting

Minutes

February 4, 2000

The meeting was called to order at 10:00 AM by President Stanley Johnson, who introduced the members of the Board of Directors and Kathryn Sorensen representing our management company, Sorensen Management.

President S. Johnson asked for proof of mailings of the first and second notices of the meeting. Ms. Sorensen stated that she has notarized statements of these mailings on file in her office.

Secretary Dee Russell reported a quorum of the voters were represented in person or by proxy. (There are 221 voting interests; 127 were represented in person, 23 of which belong to United Partners and will be voted by Harold Holland, and 25 were represented by proxy for a total of 152 represented. This is more than 30% of the voting interests required by Florida statute 617.306(a) to establish a quorum.)

Secretary D. Russell read the minutes from the 1999 Annual Meeting. There were no additions or corrections, and the minutes were approved as read.

Treasurer James Speake gave the financial report for the year ending 12-31-99. (copy attached) There were no additions or corrections and the report was approved as read.

President S. Johnson stated the Board is recommending the membership approve an amendment to the by-laws which provides for Board Members to be elected to a two year term. He appointed an Election Committee of John Giordano, Arnie Hesemann and Joan Tuligowski to count the votes. Following the vote, the Election Committee reported 150 votes "for" and 2 votes "against" the amendment. This is more than the two thirds majority required by the by-laws to approve the amendment. President S. Johnson signed the amendment and Secretary D. Russell attested.

Committee Reports

Grounds Committee: Chairman Rudy Bittner gave this report. (copy attached)

Maintenance Committee: President S. Johnson gave this report for Chairman Pete Nolan. (copy attached)

Social Committee: Chairman Mary-Thomas Carpenter gave this report. (copy attached)

Villas Reserve Committee: Chairman John Giordano gave this report. (copy attached)

Swimming Pool & Spa Committee: Vice President Ken Mullen gave this report. (copy attached)

Library Committee: Chairman Muriel Chalmers gave this report. (copy attached)

President S. Johnson stated the next order of business would be the election of Directors. He said that three nominations for the two vacancies were received prior to the deadline for such nominations, but that one was withdrawn due to ineligibility. The two eligible candidates remaining on the ballot are Irene Whitney and Rudy Bittner. He stated that nominations would be taken from the floor. When none were made, he asked for nominations from the floor two additional times, and still none were made. A motion was made and seconded to close the nominations and was approved by a majority vote.

Secretary D. Russell made a motion to dispense with the voting and to declare the two remaining candidates elected by acclamation. The motion was seconded from the floor and approved by a majority vote.

Treasurer J. Speake reported there is a provision in the Association's governing documents for an annual audit to be made. It further provides the members shall vote on one of three ways for the audit to be accomplished: 1) by a Certified Public Accountant, 2) by a Public Accountant,

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or 3) by an auditing committee consisting of three or more Association members, none of which are Directors. Speake made a motion to appoint an auditing committee from the membership. The motion was seconded from the floor and approved by a majority vote. Marty Adams was appointed chairman of the auditing committee.

Johnson appointed Harold Holland as chairman of the nominating committee to select candidates for the vacancies which will occur on the Board in Feb., 2001. Other members of the committee are Jake Jacobs and Janet Donie..

Former President of the Board Ed McKenzie thanked each Board member and Committee chair person for their service during 1999 and presented each with a certificate to Vic's Embers as an expression of appreciation from the membership.

A motion was made and seconded to adjourn the meeting. There was no objection and the meeting was adjourned.

Respectfully submitted,


Dee Russell, Secretary

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THIRD AMENDMENT TO BYLAWS

OF

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BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.

BY: Stanley M. Johnson
Stanley M. Johnson, as President

ATTESTED BY:

Dee Russell
SECRETARY

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