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Highlands Enhancement, Inc.
PO Box 237
Highland City, FL 33837

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CERTIFICATION OF BYLAWS FOR HIGHLANDS CREEK PHASE TWO PROPERTY OWNERS' ASSOCIATION, INC.

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, this day personally appeared William Thomas Rogers, as Secretary of Highlands Creek Phase Two Property Owners' Association, Inc., a Florida corporation, who, after being first duly sworn as required by law, deposes and says:

1. He is the Secretary of the above named corporation.

2. Attached hereto is a true, correct and complete copy of the Bylaws for the above named corporation.

Dated April 17, 2015

Highlands Creek Phase Two
Property Owners' Association, Inc.
5431 US Highway 98 South
Lakeland, FL 33812

By: _____
William Thomas Rogers, as Secretary

Sworn to and subscribed before me this 17th day of April, 2015, by William Thomas Rogers, as Secretary of Highlands Creek Phase Two Property Owners' Association, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me.

_____
Notary Public
Print Name: Gerald E. Lou
My Commission Expires: _____

GERALD E. LOU
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF151625
Expires 11/4/2018

BYLAWS OF
HIGHLANDS CREEK PHASE TWO SUBDIVISION
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I
Name and Location

HIGHLANDS CREEK PHASE TWO SUBDIVISION
LAKELAND, FLORIDA

The name of the corporation is HIGHLANDS CREEK PHASE TWO Property Owners' Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located in the County of Polk, State of Florida, 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

Section 1. "Association" shall mean and refer to HIGHLANDS CREEK PHASE TWO Property Owners' Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions regarding HIGHLANDS CREEK PHASE TWO Property Owners' Association, Inc.

Section 3. "Common Area" shall mean all real property and surface water management system owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area, together with all improvements thereon.

Section 5. "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 any other party holding the fee simple title thereto merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to HIGHLANDS ENHANCEMENT, INC., a Florida corporation and such of its successors and assigns as shall acquire more than a majority of undeveloped Lots owned by HIGHLANDS ENHANCEMENT, INC. for the purpose of development and notice of such transfer is made in writing from HIGHLANDS ENHANCEMENT, INC., to the Association.

Section 7. "Declaration" shall mean and refer to the Declaration of Restrictive Covenants and Conditions for HIGHLANDS CREEK PHASE TWO subdivision, applicable to the Properties recorded in the Public Records of Polk County, Florida; and all amendments thereto now or hereafter recorded in said records.

Section 8. "Member" shall mean and refer to every Owner. Every Owner shall be entitled and required to be a member of the Association. If title to a Lot is held by more than one person, each of such persons shall be members. An Owner of more than one Lot shall be entitled to one membership for each Lot owned by him. Each such membership shall be appurtenant to the Lot upon which it is based and shall be transferred automatically by conveyance of that Lot. No person or entity other than an Owner or Declarant may be a member of the Association and a membership in the Association may not be transferred except in connection with the transfer of title to a Lot, except that a contract seller may assign his membership and voting rights to his vendee in possession.

Section 9. "Surface Water Management System" shall mean the required system as permitted by the Southwest Florida Water Management District including but not limited to all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland and mitigation areas.

ARTICLE III
Members and Voting

The Owner of each Lot in HIGHLANDS CREEK PHASE TWO subdivision, Plat Book 157, Page(s) 24 through 28, Public Records of Polk County, Florida as provided herein who shall pay the normal and any special assessments which may from time to time be fixed by the Board of Directors of the Association shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the Association and it shall be appurtenant to and may not be separated from the ownership of any Lot(s).

Membership shall be on a calendar year basis and shall automatically be transferred during a calendar year with the transfer of Lot ownership. There shall be no proration, except as between Lot Owners of membership assessments and any unpaid assessments due at any time shall be and become the obligation of a new Lot Owner upon the purchase of said Lot.

A member not in good standing with the Association, shall include a member that has failed to pay any assessments, charges and/or costs, of the Association during the time-period allowed for the payment of same. A member not in good standing with the Association may be denied the right to vote at the Association meetings or to hold office within the Association as well as the use of any recreational facilities within the common areas of the Association or the use thereof by immediate family members, guests and/or invitees.

The Association shall have two (2) class of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE IV
Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held on a date and at such time and place as the Board of Directors shall determine, but no later than December 31, 2020. Each subsequent regular meeting of the members shall be held during the same month thereafter, on such date and at such time and place as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. All notices shall specify the place, day and hour of the meeting, and, in case of annual and special meetings, the purpose thereof. Notice of any meeting may be waived in writing at any time before, at, or after such meeting.

(a) Notice of any meeting called for the purpose of taking any action authorized under the Declaration shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of such meeting by mail, postage prepaid, and addressed to each members' address last appearing on the books of the Association or to the lot owners' addresses as shown on the Polk County Tax rolls.

(b) Unless otherwise expressly required by the Declaration or the Articles of Incorporation of this Association, notice of all other meetings shall be given at least fifteen (15) days in advance to each member; and, unless a member has requested the Secretary in writing that notice be given such member by mail and furnished the Secretary with the address to which such notice is to be mailed, any notice required by these Bylaws, the Declaration, or the Articles of Incorporation of this Association may, in the discretion of the person giving the same, be given by mailing a copy of such notice, postage prepaid, addressed to the members' address last appearing on the books of the Association, or to the lot owners' addresses as shown on the Polk

County Tax rolls, or by delivering the same to the member personally. Delivery of notice pursuant to this subparagraph to any co-owner of a Lot shall be effective upon all such co-owners of such Lot.

Section 4. Quorum. Those present, in person, at the meeting of members entitled to cast one-tenth (1/10) of the votes of Class A and Class B combined shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, by the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat 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.

Section 5. Proxies. At all meetings of members, each member shall vote in person.

Section 6. Determination of Membership. For the purposes of determining the person entitled to notice under any provision of these Bylaws, the Articles of Incorporation of this Association, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association as of a date set by the Board of Directors, such date shall be not more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the thirtieth (30^{th}) consecutive calendar day prior to the date of such notice or of such meeting.

ARTICLE V
Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the Bylaws of this Association but shall never be less than three (3). The Directors are hereby divided into three Classes: Class 1, Class 2 and Class 3.

Section 2. Term of Office. At the first annual meeting, the members shall elect a Class 1, a Class 2 and a Class 3 Director. The term of office of the Class 1 Director shall expire at the annual meeting next ensuing. The term of office of the Class 2 Director shall expire one year thereafter. The term of office of the Class 3 Director shall expire two years thereafter. At each succeeding annual election, the Director elected shall be chosen for a full term of three (3) years to succeed the one whose term expires. 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.

Section 3. Removal. Any Director may be removed from the Board for cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board, even if less than a quorum and shall serve for the unexpired term of his predecessor, unless he sooner dies,

resigns or is removed or otherwise disqualified to serve.

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.

ARTICLE VI
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 or more members of the Association who may be members of the Board of Directors. 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 until the close of the next 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 open vote or secret ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provision of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII
Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board; provided, however, that until such time as there is only Class A membership in the Association, nothing contained in these bylaws shall require the Board of Directors to meet more often than once a year. 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 Meetings. 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. Such notice may be waived in writing at any time before, at or after the meeting.

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.

Section 4. Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board, is filed in the Minutes of the proceedings of the Board prior to the taking of such action. Members of the Board of Directors shall be deemed present at a meeting of such Board if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Powers and Duties of the Board of Directors

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

(a) adopt and publish rules and regulations governing the use of the streets and common area, recreation facilities, and the like, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use the recreation facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) 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;

(d) 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

(e) employ a manager, an independent contractor, maintenance company, or such other employees as they deem necessary, and to prescribe their duties and compensation, if any.

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-half (1/2) of the 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:

(i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(iii) enforce collection of all assessments which are not paid within thirty (30) days after the due date thereof by foreclosure, suit, or such other lawful procedure as the Board deems in the best interest of the Association.

(d) issue, or to 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 or billings for use of the Public Utility Systems have been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard, or other required or desired insurance, on the property owned by the Association.

(f) cause all persons or entities employed, authorized, or contracted to collect, disburse, and manage this Association's funds, including officers and directors of the Association, to be bonded with standard fidelity and errors and omissions coverage for the benefit of the Association (unless membership otherwise votes to waive the requirement of obtaining an insurance policy or fidelity bond for such purposes), and the premiums for such bonds may, in the discretion of the Board, be paid from Association funds;

(g) cause the streets and common area, recreation facilities, and the like, to be maintained;

(h) with the assistance of the treasurer, the Board may cause an annual audit of this Association's books to be made by a certified public accountant at the completion of each fiscal year and shall prepare an annual budget and statement of income and expenditure to be presented to the membership at its regular annual meeting, which budget shall contain, within the limits of available funds, adequate reserves for the maintenance and replacement of Association property and for the maintenance of members' property as required by the Declaration, all in accordance with sound financial practice, and file such Income Tax forms or documents as may be required;

(i) otherwise manage the affairs of the Association.

ARTICLE IX
Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the board may from time to time by Resolution create. The President and Vice-President shall be members of the Board of Directors.

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 and until his successor shall be elected and qualify, unless he dies, resigns, or is 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 by 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 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, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except:

(a) The offices of Secretary and Treasurer may be held by the same person.

(b) Special offices created pursuant to Section 4 of this Article may be combined with any other office; and

(c) Any officer also may serve as a Director.

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

President

(a) The President shall preside at all meetings of the Board of Directors; see that orders and Resolutions of the Board are carried out; sign all Leases, Mortgages, Deeds, and other written instruments and sign all checks and Promissory Notes; and exercise and discharge such other duties as may be required of him by the Board.

Vice-President

(b) The Vice-President shall act in the place instead 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 by the Board.

Secretary

(c) 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 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 exercise and discharge such other duties as may be required of him by the Board.

Treasurer

(d) The Treasurer shall cause the receipt of and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by Resolution of the Board of Directors; keep proper books of account; if directed by the Board of Directors to cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year; 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; and exercise and discharge such other duties as may be required by him by the Board.

ARTICLE X
Committees

The Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI
Billings, Assessments and Liens

As more fully provided in the Declaration, each member is obligated to pay to the Association all 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.

The Association shall be empowered through its officers and Board of Directors to place a charging lien against the Lot Owner's property for nonpayment of such assessments, charges and costs that have been properly made hereunder and in accordance with the Charter, By-Laws, Rules and Regulations of the Association. Removal of said lien shall require the payment of said lien amount, interest, recording costs and attorney fees. A lien shall be subordinate to a mortgage lien of any financial institution having a mortgage on said Lot whether before or after said lien shall have been placed thereupon.

ARTICLE XII
Amendments

These By-Laws may be altered, amended, or repealed in whole or in part, and new By-Laws may be adopted, by the vote of members owning seventy-five percent (75%) of the membership, except that any amendment must have the prior written approval of the Declarant if the Declarant or its successors or assigns owns any Lot or Lots in the subdivision.

Adopted this 17th day of April, 2015.

C. Dane Rogers

John Steven Rogers

William Thomas Rogers