

LARRY WHALEY 3P
OSCEOLA COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

This instrument prepared by
and return to:

Richard M. Caron, Esq.
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CL 2004244144 OR 2661/2378
TTR Date 12/27/2004 Time 10:15:38

**THIRD AMENDMENT TO THE BY-LAWS
OF
HARMONY RESIDENTIAL OWNERS ASSOCIATION, INC.**

THIS THIRD AMENDMENT TO THE BY-LAWS OF HARMONY RESIDENTIAL OWNERS ASSOCIATION, INC. ("Amendment"), is made and executed by Three E Corporation, a Florida corporation ("Corporation"), whose address is 4305 Neptune Road, St. Cloud, Florida 34769, pursuant to Article 6.6(a) of the By-Laws of Harmony Residential Owners Association, Inc. ("By-Laws").

RECITALS

WHEREAS, the Corporation is the General Partner of Birchwood Acres Limited Partnership, LLLP, a Florida limited liability limited partnership (the "Developer");

WHEREAS, the Developer is the developer of a planned community located in Osceola County known as Harmony or Town of Harmony pursuant to that certain Harmony Residential Properties Declaration of Covenants, Conditions, and Restrictions recorded in Official Records Book 2125, Page 2093, Public Records of Osceola County, Florida, and all exhibits attached thereto, and all amendments thereto (the "Declaration");

WHEREAS, Harmony Residential Owners Association, Inc., a Florida not-for-profit corporation (the "Association"), is the entity responsible for the management, maintenance, operation, and control of the common areas within Harmony, and enforcement of the Declaration;

WHEREAS, pursuant to Section 3.2 of the By-Laws, the number of directors of the Association is three (3) unless otherwise increased in accordance with the procedures provided in Section 3.5 of the By-Laws; and

WHEREAS, the Developer desires to amend the By-Laws to allow an increase or decrease in the number of directors of the Association by a method other than the procedures provided in Section 3.5 of the By-Laws.

NOW THEREFORE,

1. The above Recitals are incorporated herein.
2. All capitalized terms used in this Amendment shall have the definitions ascribed to them by the Declaration.
3. Article III, Section 5, Subsections (b) and (d) of the By-Laws are amended to read as follows: (additions are double underlined):

(b) Within 30 days after the time that Class "A" Members other than Builders own 50% of the Units proposed by the Master Plan for the property described in Exhibits "A" and "B" of the Declaration, or whenever the Class "B" Member earlier determines, the Board shall be increased to five directors. The President shall call for an election by which the Class "A" Members shall be entitled to elect two of the five directors, who shall serve as at-large directors. The remaining three directors shall be appointees of the Class "B" Member. The directors elected by the Class "A" Members shall not be subject to removal by the Class "B" Member and shall be elected for a term of two years or until the happening of the event described in subsection (c) below, whichever is shorter. If such directors' terms expire prior to the happening of the event described in subsection (c) below, successors shall be elected for a like term.

Notwithstanding the provisions of the above paragraph, the Class "B" Member, during the Class "B" Control Period, may increase or decrease the number of directors in the Association within the limits set forth in Section 3.2 of these By-Laws without initiating the election procedures for the Class "A" Members provided in the above paragraph.

(d) Not later than the first annual meeting after the termination of the Class "B" Control Period, the Board shall be increased to seven directors and an election shall be held. Six directors shall be elected by the Class "A" Members at large by the vote of all Class "A" Members. Three directors shall serve a term of two years and three directors shall serve a term of one year, as such directors determine among themselves. Upon the expiration of each director's term of office the Members entitled to elect such director shall be entitled to elect a successor to serve a term of two years.

Subject to the provisions of Subsection (b) of this Section 3.5, notwithstanding the provisions of the above paragraph, the Class "B" Member, during the Class "B" Control Period, may increase or decrease the number of directors in the Association within the limits set forth in Section 3.2 of these By-Laws without initiating the election procedures for the Class "A" Members provided in the above paragraph.

IN WITNESS WHEREOF, the Corporation has executed this Amendment this 8th day of DECEMBER, 2004.

WITNESSES:

THREE E CORPORATION, a Florida corporation

Rhonda Hill

James L. Lentz

Print Name: Rhonda Hill

Print Name: JAMES L. LENTZ

Vance Smith, Jr.

As its: PRESIDENT

Print Name: Vance Smith, Jr.

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 8th day of DECEMBER, 2004, by JAMES L. LENTZ, as PRESIDENT of Three E Corporation (who is personally known to me) or (has produced as identification), and who (did/did not) take an oath.



NOTARY PUBLIC:

Carolyn McArthur
(signature)

CAROLYN MCARTHUR
(print name)

My Commission Expires: 08-04-2007