

EXHIBIT C

BY-LAWS

AMENDED AND RESTATED BY-LAWS

OF

HERITAGE HARBOR GOLF & COUNTRY CLUB

COMMUNITY ASSOCIATION, INC.

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AMENDED AND RESTATED BYLAWS
OF
HERITAGE HARBOR GOLF & COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.

1. Name and Location.

1.1 Name. The name of the corporation is Heritage Harbor Golf & Country Club Community Association, Inc., hereinafter referred to as "Association".

1.2 Location. The principal office of Association shall be located at c/o Lennar Homes, Inc., North Florida Land Development Division, 4902 Eisenhower Boulevard, Suite 380, Tampa, Florida 33634, 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.

2. Definitions.

2.1 All terms used herein shall have the meanings assigned to such terms in the Declaration and the Amended and Restated Articles of Incorporation (the "Articles") of Association.

3. Meetings of Members.

3.1 Annual Meetings. The annual meeting of the Members shall be held once each year on such day and at such times as may be directed by the Board of Directors from time to time.

3.2 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 Voting Interests of Association.

3.3 Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary of 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 Member's address last appearing on the books of Association, or supplied by such Member to 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.

3.4 Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the Voting Interests of Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws; provided, however, a quorum, of thirty percent (30%) of the Voting Interests shall be required whenever an amendment to the Declaration, the Articles or these Bylaws is being voted upon. 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.

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

3.6 Place. All Members Meetings shall be held within the State of Florida as may be directed by the Board of Directors.

4. Board of Directors.

4.1 Number. The affairs of this Association shall be managed by a Board of Directors. Prior to the Turnover Date, the Board of Directors shall consist of three (3) directors who need not be Members of Association. The Board of Directors, by majority vote at which a quorum is present at a duly noticed board of directors 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. The change in director positions shall take effect at the next Annual Membership Meeting provided there is interest from the members in filling such director positions.

4.2 Term of Office. The Board members shall serve staggered terms as provided in the Articles. 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.

4.3 Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the membership at a duly called Members Meeting. 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 until the Turnover Date, Declarant shall have the right to name successor Directors.

4.4 Compensation. No Director shall receive compensation for any service he may render to Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

4.5 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 other than adoption of a budget. Any action so approved shall have the effect as though taken at a meeting of the Directors.

5. Nomination and Election of Directors.

5.1 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 not up for re-election, and two (2) or more Members of 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.

5.2 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.

6. Meetings of Directors.

6.1 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 such 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.

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

6.3 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.

7. Powers and Duties of the Board of Directors.

7.1 Powers. The Board of Directors shall have power to:

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

7.1.2 exercise for 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.

7.2 Duties. It shall be the duty of the Board of Directors to:

7.2.1 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 Voting Interests of Association;

7.2.2 supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

7.2.3 as more fully provided in the Declaration, to:

7.2.3.1 fix the amount of the annual assessment against each Lot at least sixty (60) days in advance of each annual assessment period;

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

7.2.3.3 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.

7.2.4 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;

7.2.5 procure and maintain adequate liability and hazard insurance on property owned by Association; and

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

8. Officers and Their Duties.

8.1 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 Association. The Secretary and Treasurer may, in the discretion of the Board, be combined to one office called Secretary/Treasurer.

8.2 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.

8.3 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 Special Appointments. The Board may elect such other officers as the affairs of 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.

8.5 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.

8.6 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 or she replaces.

8.7 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 a special offices created pursuant to Section 8.4 hereof.

8.8 Duties. The duties of the officers are as follows:

8.8.1 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 may co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

8.8.2 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.

8.8.3 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 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 Association together with their addresses and shall perform such other duties as required by the Board.

8.8.4 Treasurer. The Treasurer shall be responsible for the receipt and deposit in appropriate bank accounts all monies of Association and the disbursement of such funds as directed by resolution of the Board of Directors; the signing of all checks and promissory notes of Association; the keeping of proper books of accounts, causing an annual review of Association books to be made by a public accountant at the completion of each fiscal year; and the preparation of an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and the delivering of a copy of each to the Members.

9. Committees. The Board of Directors shall appoint a Design Review Board, as provided in the Declaration, a Financial Review Committee 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 Association. The Financial Review Committee shall be chaired by the Treasurer and have at least three (3) other members. The Financial Review Committee shall advise the Board on all Association financial issues including, without limitation, reserve fund management, preparation of the annual budgets, financial review and long range planning for Association and Clubhouse operations.

10. Books and Records. The books, records and papers of Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and these Bylaws of Association shall be available for inspection by any Member at the principal office of Association, where copies may be purchased at reasonable cost.

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

12. Amendment. These Bylaws may be amended, from time to time, at a regular or special meeting of the Members at which a quorum is present, by the assent of a majority of the Voting Interests of Association outstanding and duly qualified to vote at the time such amendment is made. Amendments to these Bylaws may be proposed in writing, by the Board of Directors or by a written resolution signed by not less than ten (10) Members.

13. 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.