



THE CLUB AT PENNBROOKE FAIRWAYS, INC.

A Not-For-Profit Corporation

AMENDED AND RESTATED BY-LAWS

January 9, 2011

**THE CLUB AT PENNBROOKE FAIRWAYS, INC.
BY-LAWS**

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ARTICLE I
Purpose and Duration of Club

The nature and purpose of the Club at Pennbrooke Fairways, Inc., (hereinafter referred to as the “Club”) is to operate a golf and social club for the recreation, pleasure, and benefit of its members, household users, their guests, and other users permitted from time to time. The period of duration of the Club is perpetual.

ARTICLE II
Club Emblem

The emblem of the Club shall be of a style and design to be approved by the Board of Directors.

ARTICLE III
Members Meetings

1) Annual Meeting

An annual meeting of the Equity Members of the Club shall be held for the purposes of receiving reports of officers and others, to elect members to the Board of Directors, and for such other business as may be properly brought before the meeting.

2) Date and Place of Annual Meeting

Each annual meeting of the Equity Members shall be held at the time and place as the Board of Directors of the Club may designate.

3) Special Meeting

Special meetings of the Equity Members may be called by the President, a majority of the members of the Board of Directors, or by the written request describing the purpose for which the meeting is to be held, of Equity Members of the Club holding at least ten percent (10%) of all votes entitled to be cast. A request for a special meeting shall be submitted to the President, who shall call a special meeting within thirty (30) days after receipt of the request. Notices of any special meeting must contain a statement of the purposes for which the special meeting is called, and no other business may be transacted at that meeting.

4) Notices

Notice of annual meeting shall be mailed by the Secretary of the Club by first class mail, registered mail, or certified mail, or placed in each Member’s personal community mailbox to each Equity Member in good standing entitled to vote at least ten (10) days, but not more than sixty (60) days, prior to the meeting, stating

the place, and the day and hour of the meeting. Notice of any special meeting giving the place, day and hour of the meeting and describing the matter or matters for which the meeting is called shall be mailed by the Secretary by first class, registered mail, or certified mail, or placed in each Member's personal community mailbox to each Equity Member in good standing entitled to vote at least ten (10) days, but not more than sixty (60) days, prior to the meeting and no business other than that stated in the notice may be transacted at such meeting. Notice of any meeting shall be posted on the official bulletin board at the golf clubhouse on the date of its mailing to the Equity Members.

5) Quorum

The presence, either in person or by proxy, of Equity Members having forty percent (40%) of the votes then entitled to be voted, shall constitute a quorum at any meeting of the Equity Members.

6) Proxies

Proxy voting will be permitted with any vote by the Equity Members. The Board of Directors will determine the form and procedures for the use of proxies.

7) Voting Percentage

A majority of the votes cast by the Equity Members present and/or represented by proxy at any properly called and noticed meeting at which a quorum of the Equity Members is present, is necessary for passage of any motion, except as otherwise expressly provided herein. There is only one vote per Equity Certificate.

8) Fixing of Record Date

For the purpose of determining the Equity Members entitled to notice of, or to vote at any meeting of the Equity Members, or in order to make a determination of the Equity Members for any other proper purpose, the Board of Directors of the Club may fix in advance a date as the record date for any such determination of the Equity Members, such date in any case to be no more than sixty (60) days and not less than ten (10) days, before the date of such meeting. If no record date is fixed for the determination of the Equity Members entitled to notice of, or to vote at, a meeting of the Equity Members, the date on which notice of the meeting is mailed shall be the record date for such determination of the Equity Members. When determination of the Equity Members entitled to vote at any meeting of the Equity Members has been made, such determination shall apply to any adjournment of the meeting.

ARTICLE IV
Board of Directors

1) Number and Qualifications

The government and administration of the affairs and the property of the Club shall be vested in a Board of Directors. The Board of Directors shall include at least five (5) members and no more than twelve (12) members. The Directors shall not be liable for the debts of the Club.

Only Equity Members in good standing (dues and fees paid) may be nominated or appear on any ballot as a candidate for election to the Board of Directors of the Club. A nomination must have the consent of the nominee.

2) Elections

- a) There shall be no cumulative voting and no preemptive rights.
- b) Voting shall either be in person or by proxy. In addition, the Board of Directors of the Club may determine, in its sole discretion, to conduct any election of the Board of Directors by mail as further described herein. In the event the Board of Directors determines to conduct any such election by mail, then the Club shall deliver a written ballot to every Equity Member entitled to vote on such matter. The written ballot shall set forth and describe each proposed action and provide an opportunity to vote for or against, each proposed action. The election of the Board of Directors by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, and (ii) specify the time by which a ballot must be received by the Club in order to be counted. A written ballot may not be revoked.
- c) The Board of Directors shall be divided into three (3) groups as nearly equal in number as possible to serve 3 year terms, except when the Board of Directors determines a shorter term is necessary to maintain an equal number of directors elected each year. In any election for the Board of Directors, candidates will be ranked according to the number of votes received.

ARTICLE V
Meetings of Board of Directors

1) Annual Meeting

Each year the Board of Directors shall hold an annual membership meeting to elect officers and to consider any other matters that may be properly brought before the meeting. An organizational meeting of the Board of Directors shall be held within ten (10) days after the annual meeting of the Equity Members.

2) Quorum

A majority of all of the members of the Board of Directors shall constitute a quorum at any meeting for the transaction of business.

3) Voting Percentage

Except as expressly provided otherwise herein, a majority of the votes cast by members of the Board of Directors present at a meeting, at which a quorum is present, is necessary for passage of any matter.

4) Regular Meetings

The Board of Directors shall have as a minimum regular bi-monthly (once every two months) meetings, the time and place to be published on the Pennbrooke website and posted in the clubhouse at least four (4) days prior to the meeting. These meetings shall be open to all members of the club for observation.

5) Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

6) Notices

Notice of any regular or special meeting of the Board of Directors shall be delivered at least four (4) days previous thereto by written notice to each Director at his or her address as shown by the records of the Club, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such

meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed, with postage thereon prepaid.

Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

ARTICLE VI Powers of the Board of Directors

1. Management of the Club

The Board of Directors shall exercise all powers of the Club and do all acts and things necessary to carry out the purposes of the Club.

2. Duties and Powers

The Board of Directors shall:

- a) Elect the officers of the Club;
- b) Appoint committees and assign duties;
- c) Fill vacancies on the Board of Directors due to death, resignation, inability to perform duties, or otherwise, for the remainder of the term, if the vacancy is created by a member of the Board of Directors elected by the Equity Members.
- d) Appoint managers and other employees, and delegate such authority as is considered necessary for the proper operation and management of the Club.
- e) Finally determine those applications for membership, which have been previously acted upon by the Membership Committee of the Club;
- f) Adopt, alter, amend, or repeal, the Rules and Regulations governing us of the Club Facilities by members, household users and their guests;

- g) Establish the amount of the membership contribution for Equity Memberships and any membership fee, terms of payment, and the amount of dues, fees and other charges;
- h) Have the power to replace any Director who shall fail to attend fifty percent (50%) of the regular meetings of the Board of Directors in any one (1) membership year;
- i) Have the power to expend funds within the limits of the approved Annual Club Budget. In addition, have the power to expend funds to the extent of the amount in the Club's treasury or owing to the club; to make contracts, borrow money and incur indebtedness on behalf of the Club; and to cause promissory notes, bonds, mortgages or other evidences of indebtedness to be executed and issued. The Board of Directors may expend or incur indebtedness for out of budget funds in an amount not to exceed \$15,000 per item or \$30,000 in aggregate annually. Amounts in excess of these limitations shall first be approved by a majority vote of the Equity Members.
- j) Have the power to exchange rights to use the Club Facilities with members of other clubs; and,
- k) All such other acts and things as are permitted by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

3. Issuance of Memberships

The Board of Directors shall have authority to issue, cancel, and transfer memberships and shall have certificates of membership prepared in form and content consistent with the provisions of the Articles of Incorporation and these By-Laws of the Club.

4. Compensation

No Director shall receive a salary or any other compensation whatsoever, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws.

5. Interpretation of By-Laws

The Board of Directors shall have the corporate power to generally do everything permitted by not-for-profit corporations by law, statute, its Articles of Incorporation, and these By-Laws, and to determine the interpretation of these By-Laws, or any parts thereof, which may be in conflict or of doubtful meaning, and its decision shall be final and conclusive.

6. Action Without Meetings

Any action which may be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if consent in writing setting forth the action taken, signed by all of the Directors entitled to vote, or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or the committee. Consent shall have the effect of a unanimous vote.

7. Telephonic Meetings

Members of the Board of Directors may participate in any meeting by means of a conference telephone or similar communications equipment. All persons participating in the meeting must be able to hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

ARTICLE VII
Officers

The Board of Directors at each annual organizational meeting shall elect to serve for a term of one (1) year and until their successors shall be elected, a President, Vice President, Treasurer, and Secretary, and such other officers as the Board of Directors may from time to time determine appropriate. The officers shall not be liable for the debts of the Club.

ARTICLE VIII
Duties of Officers

1) President

The President shall preside at all meetings of the Equity Members and the Directors and enforce observance of the provisions of these By-Laws and all Rules and Regulations of the Club. The President may call special meetings of the Board of Directors, shall be an ex-officio member of all committees, and is empowered to execute all papers and documents requiring execution in the name of the Club.

2) Vice-President

The Vice-President shall assist the President in his or her duties, and in the absence or disability of the President, the Vice-President shall perform and carry out all duties and responsibilities of the President.

3) Secretary

The Secretary shall keep, or cause to be kept, records and minutes of all meetings of the Board of Directors and the Equity Members, and the Secretary shall be responsible for giving all required notices of meetings. The Secretary shall have custody of the Seal of the Club, and all membership records shall be kept under the supervision of the Secretary.

4) Treasurer

The Treasurer shall be chairman of the Finance Committee. The Treasurer shall cause to be collected, held and disbursed, under the direction of the Board of Directors, all monies of the Club, and it shall be the Treasurer's duty to collect monies due the Club from the issuance of memberships, dues and charges of members of the Club, and all amounts due from others. The Treasurer shall keep or cause to be kept, at the Club, regular books of account and all financial records of the Club, and shall prepare budgets and financial statements, when and in the form requested by the Board of Directors. The Treasurer shall deposit or cause to be deposited all monies of the Club in an account or accounts in the Club's name, in the bank or banks designated by the Board of Directors and shall give a surety bond for faithful performance in the amount directed by the Board of Directors, which surety bond premium shall be paid by the Club. Any other person or persons having access to monies of the Club or its bank accounts shall be similarly bonded.

5) Other Officers

The Board of Directors may fill vacancies in any office or new office created at any meeting of the Board of Directors.

6) Duties of Officers

Any officer may be given additional assignments and duties by the Board of Directors.

7) Removal From Office

Any officer may be removed from office, with or without cause, by a majority vote of all the members of the Board of Directors.

ARTICLE IX Committees

1. Executive Committee

The Executive Committee shall consist of the President, as chairman, the Vice-President, the Secretary, the Treasurer and, in addition, one (1) member of the Board of Directors. The Executive Committee shall have, to the extent not restricted by law, the powers of the Board of Directors during the interval between meetings of the Board of Directors. Actions and resolutions shall require majority approval of all of the members of the Executive Committee.

2. Nominating Committee

- a. The Board of Directors shall appoint a Nominating Committee consisting of five (5) Equity Members no more than ninety (90) days and not less than sixty (60) days prior to the meeting in which members of the Board of Directors are to be elected.
- b. The Nominating Committee shall recommend, at least thirty (30) days prior to the annual meeting of the Equity Members, the names of the Club Members selected by a majority vote of the Nominating Committee to be submitted to the Equity Members of the Club at any annual meeting at which an election to the Board of Directors is held.
- c. Ten percent (10%) or more of the total number of Equity Members entitled to vote who are not members of the Nominating Committee or the Board of Directors may also nominate candidates for election to the Board of Directors by petition signed by these Equity Members and filed with the Secretary of the Club at least thirty (30) days prior to the annual meeting of the Equity Members. The names of these nominees, after having been certified by the Secretary of the Club or any other officer that they are qualified for election and have been nominated in accordance with the provisions of these By-Laws, shall be posted on the official bulletin board at the golf clubhouse and shall be included on any proxy mailing to the Equity Members of the Club.

3. Standing Committees

The President, subject to the approval of the Board of Directors, may, but shall not be obligated to, establish committees and designate the chairman (who shall be a Director) and members of each of the following committees: Membership, Finance, Social, Operations, Long-Range Planning and Legal and Bylaws.

- a) The Membership Committee shall investigate all applications for membership from the Club and shall report its recommendation to the Board of Directors. The Board of Directors shall make its decision in accordance with Section 9 of Article X of these By-Laws.
- b) The Finance Committee shall in general supervise, direct and control all matters pertaining to the Club's finances including, but not limited to, the

placing of insurance, the filing of tax returns, the payment of taxes, the preparation of the annual operating budget, the preparation of the current reports for the Board of Directors on the Club's financial condition, and the issuance to Equity Members of a condensed quarterly operating statement. The Finance Committee shall have the power, with the approval of the Board of Directors, to direct any General Manager to employ, at the expense of the Club, such clerical aid and assistance as may be necessary to handle the accounts. It shall also determine the finances required to carry out the Long-Range planning committee objectives.

- c) Each of the following committees, subject to the approval of the Board of Directors, shall formulate programs and submit them with recommendations to the Board of Directors for approval. The officers of the Club shall have control of the execution of the programs and recommendations approved by the Board of Directors. Each committee shall act only as a consultant and advisor to the Board of Directors and officers and may not act on behalf of the Club to bind it to any actions.
 - i) Social Committee. The Social Committee shall advise the Board of Directors on matters concerning the food and beverage operations of the Club and the social activities and entertainment of members, household users and their guests.
 - ii) Operations Committee. The Operations Committee shall advise the Board of Directors on matters concerning the employment of a Management Company and Golf Professional and the scope of operation of the professional, the promulgation of playing rules, the programming of golfing events for members, household users and their guests and the maintenance of members' handicaps. The Operations Committee shall also advise the Board of Directors on matters concerning the employment of a Greens Superintendent, if necessary, and the scope of the Greens Superintendent's operations and the maintenance of the golf course, roads, facilities and equipment used in connection therewith and the operation and responsibility of any golf maintenance company.
 - iii) Long-Range Planning Committee. The Long-Range Planning Committee shall develop a long-range master plan for capital improvements for the Club facilities including replacements and expansions of facilities; recommend to the Board of Directors a course or courses of action in pursuit of the long-range master plan including assignment of priorities of phases within said plan; and perform other duties as may be otherwise specified by the Board of Directors.
 - iv) Legal and By-Laws Committee. The Legal and By-Laws Committee shall be charged with the publication and interpretation of the Rules and Regulations and By-Laws of the Club and, generally, with all matters of a legal nature pertaining to the Club.

4. Ad Hoc Committees

The President, subject to the approval of the Board of Directors, may, from time to time: (i) appoint ad hoc committees, with the powers and composition as the President shall determine, (ii) determine the powers and composition of the committees and the term of committee chairmen and members, and (iii) replace committee chairmen or members at any time, without cause.

5. Powers of Committees

The several committees shall act only as advisory committees, and the individual members thereof shall have no power or authority. The chairman of each committee may appoint from the members of the committee such sub-committees as he or she deems desirable. All sub-committees shall report directly to the committee as a whole, which shall approve, amend or disapprove the report of the sub-committee.

6. Terms of Committee Chairmen and Committee Members

Each committee chairman and each member of a committee shall serve until their replacement is designated as provided in Section 4 of this Article.

ARTICLE X
Club Memberships

1. Classifications of Membership and Number of Memberships

The Club is currently offering one classification of Equity Membership known as “Club Memberships”. Each Club Membership represents an equity ownership interest in the Club.

The Club reserves the right to issue and make available other classifications of membership. If additional classifications of membership are made available, the Club will establish the number of memberships available, the privileges of the additional membership classifications and the fees to be paid for these additional classifications of membership.

In order to provide the availability of all facilities and services to Club Members, the Club has offered a limited number of Club Memberships. The maximum number of memberships is limited to five hundred.

2. Eligibility for Club Memberships

Club Memberships will be offered to persons who purchase a residence in Pennbrooke Fairways. Each prospective member must submit an Application for Club Membership Privileges, be approved for membership, and pay the required membership fee to the Club prior to obtaining a membership. Although the Club does not intend to offer Club Memberships to persons who do not own a residence in Pennbrooke Fairways, the Club reserves the right to offer other non-equity memberships to such persons who are approved for membership.

The number of memberships is limited and memberships will be available to eligible persons on a first-come, first-served basis.

3. Use Privileges of Club Memberships

All membership privileges are subject to these By-Laws, and Rules and Regulations of the Club, as they may be amended from time to time. Upon acceptance, payment of the required membership fee, dues, and other charges and compliance with the Rules and Regulations, members obtain the following use privileges:

Effective on November 1, of each membership year, the member is required to select one of the following dues categories. There is no limit on the number of members selecting a particular dues category as described below.

Annual Golf Dues Category: Members selecting the Annual Golf Dues Category will be allowed to use the golf and golf clubhouse facilities at all times provided at the Club and to participate in club-sponsored events. These members will pay all dues and fees approved by the Club.

Seasonal Golf Dues Category: Members selecting the Seasonal Golf Dues Category, time period defined as November 1 to April 30, will be allowed to use the golf and golf clubhouse facilities at all times provided at the Club and to participate in club sponsored events. These members will pay all dues and fees, to include fees (e.g., daily fees) outside the Seasonal Golf Dues Category time period, as approved by the Club.

Social Membership Dues Category: Members selecting the Social Membership Dues Category will be allowed to use the golf and golf clubhouse facilities and participate in Club sponsored events, when available, at all times. These members will fulfill the rules set forth for events (e.g., maintain a USGA handicap, pay daily fee, etc.) and pay all dues and fees approved by the Club.

A member not choosing one of the three (3) membership privilege dues categories will be considered as a resigned member and their Club Membership and Membership Certificate are subject to Article 10, Sections 8, 9 and 10 of these by-laws.

4. Use of Membership Privileges by Household Users

The membership shall be issued in the name of the individual designated as the member in the Application for Club Membership Privileges. Membership at the Club permits the member identified in the Application for Club Membership Privileges to use the Club facilities in accordance with the classification of membership and dues category selected by the member upon payment of the individual level of dues. The member may designate other persons living in the member's household in Pennbrooke Fairways on a permanent and full-time basis to use the facilities provided at the Club in accordance with the member's classification of membership and dues category by providing the Club with written notice of those users and such other information as the Club may require and payment of the household level of dues. The member will also have the right to change or even eliminate a particular household user from time to time in accordance with the rules established by the Club. The Club reserves the right to modify and further restrict access to the golf facilities by persons living in the member's household, in its sole discretion.

5. Membership Fee (Equity)

Persons desiring to become Equity Members at the Club shall purchase equity in the amount and in the manner set forth in their Application for Club Membership Privileges. The purchase shall be the amount in effect on the date the Application for Club Membership Privileges is submitted to the Club. The amount may be increased or decreased from time to time.

The Club will establish the equity amount required for Club Memberships. Failure to pay all amounts when due will be cause for termination of membership privileges at the Club without refund of amount previously paid.

6. Voting Privileges

Each Club Membership entitles the member to vote on all matters to be voted by the Club. Dues paying members in good standing will be entitled to one vote per certificate. Non-equity members have no voting privileges.

7. Application for Membership

- a. A person desiring a membership at the Club must submit an Application for Club Membership Privileges and the required payment. Applicants will be evaluated on the basis of their interest in the Club, their financial responsibility, and their compatibility with other members at the Club.

Upon satisfying the above conditions, the applicant will be notified that the application has been acted upon favorably. In the event the Application for Club Membership Privileges is not acted upon favorably, the applicant will receive a full refund without interest.

- b. The Club shall have the right, in its sole and absolute discretion, to approve all persons acquiring a membership from the Club. All applications to acquire a previously issued membership from the Club shall be reviewed by the Membership Committee appointed by the Board of Directors of the Club. The Board of Directors, through its Membership Committee, will undertake the necessary investigation and appraisal of an applicant. The Membership Committee will report its commendations to the Board of Directors, and the Board of Directors shall, by majority vote make the determination regarding the approval of the application.

8. Membership Certificates

- a. Every Club Member who has been approved for membership and paid the required membership fee in full shall receive a membership certificate. Each membership certificate shall be in a form approved by the Board of Directors and shall be subscribed by the President and Secretary and under the seal of the Club.
- b. Membership certificates are not redeemable or transferable except as specifically provided by these By-Laws and then only through the Treasurer of the Club. Whenever any person shall cease to be a Club Member, whether by death, resignation, recall, expulsion or other provisions of these By-Laws, such cessation shall operate to authorize the Treasurer of the Club to effectuate the redemption, cancellation, purchase or sale of the Club Membership in accordance with and in the manner prescribed by these By-Laws.

9. Resignation-Transferability of Club Memberships

- a. Club Memberships are not transferable or assignable except as provided in this Section.
- b. Club Members may resign their memberships at any time by giving the Club written notice with attached certificate of their intention to resign Membership privileges. Memberships which have been resigned will only be re-issued in accordance with the procedures set forth in these By-Laws. Any attempt to transfer or re-assign any Club Membership which is not in accordance with these By-Laws is null and void.
- c. The Club shall maintain a resigned membership list. In order to be placed on the resigned membership list, the resignation of membership privileges must be effective and the member must have paid the required membership fee and all outstanding dues, and charges in full. Memberships which have been placed on the resigned membership list shall be reissued by the Club to persons who desire membership at the Club.

- d. Resigned Club Members shall be obligated to continue to pay dues, fees, assessments and other charges associated with the resigned membership until the end of the membership year in which the resignation is effective. A resigned Club Member may also use the Club Facilities as long as dues, fees and other charges continue to be paid.
- e. As an exception, active Club Members who own a residence in Pennbrooke Fairways have the option to arrange through the Club for the purchaser of their residence in Pennbrooke Fairways to have preferred eligibility to apply for, and if approved for membership, to obtain their membership. This is the case even though a resigned membership list or a waiting list of persons desiring Club Membership has been established for the resigned member's Club Membership. In order for the subsequent purchaser of the residence to be eligible to apply for the resigned member's Club Membership, the resigned Club Member must have paid the required membership fees and all outstanding dues, and charges in full at the time of transfer. To complete this transaction the Club is due an administrative fee to be established by the Board of Directors.
- f. Upon re-issuance of a resigned Club Membership, the Club shall refund to the resigned member a pro-rata portion of any unused dues, fees and other charges paid in advance beginning with the first full month after the resigned membership is reissued by the Club.
- g. The Club shall pay to a resigned member the amount described below, within thirty days after the resigned membership has been re-issued by the Club to a new Club Member who has been approved for membership and paid the required membership fee to the Club, unless otherwise specified in the member's Application for Club Membership Privileges. The Club shall pay to the resigned member an amount equal the selling price minus the administrative transfer fee as established by the Board of Directors.
- h. In order for a resigned Club Member to be repaid the amount described above the required membership fee and all outstanding dues, and charges must be paid in full. The Club shall deduct from the amount to be repaid to the resigned member any amount which the resigned member owes to the Club.
- i. The Club reserves the right to change the amount of the membership fee to be repaid and the terms of repayment for the membership fee for un-issued memberships including those resigned memberships reissued by the Club. Any such change will not affect, in any way, the rights of members at the Club who have obtained a membership prior to the time the change takes effect.

10. Transfer upon Death or Divorce

- a. Upon the death of a Club Member, the Club Membership automatically passes to the surviving spouse or in the event there is no surviving spouse then to the surviving head of household, with payment of any additional membership fee. If the deceased Club Member is not survived by a spouse or the surviving spouse does not desire to continue membership privileges, then the legatee or heir of the membership, if eligible for membership in the Club and approved by the Board of Directors, shall have the right to acquire the deceased Club Member's membership without the payment of any additional membership fee. In this event, the legatee or heir of the membership certificate shall be required to notify the Club in writing of his or her desire to acquire the deceased Club Member's membership in the Club. However, the legatee or heir must make application no later than one hundred twenty (120) days after the right to possession of the membership certificate, and pay all debt service and assessments for the intervening period between the date of the member's death and the date of the application, in addition to dues and all other applicable fees and charges. If the legatee or heir does not apply for a membership within one hundred twenty (120) days after acquiring the right to possession of the membership certificate, the membership shall be deemed resigned and surrendered to the Club. Thereafter, the Club may re-issue the membership certificate, whereupon the Club shall pay the estate of the deceased member, upon payment of the membership fee in full by the successor member, the amount due as provided in these By-Laws as amended upon the re-issuance of a resigned membership.
- b. In the event a Club Member is legally separated or divorced, the membership certificate, including all rights and benefits given to the holder thereof, shall remain vested in the person designated as the member in the Application for Club Membership Privileges and the legally separated spouse or former spouse, as the case may be, will no longer have any use privileges at the Club. The Club will not be involved in any dispute and reserves the right to suspend all membership privileges in the event of disagreement over which spouse shall retain the membership.

ARTICLE XI

Other Membership Classifications

The golf facilities at the Club will be available for use by daily-fee users and those portions of the golf clubhouse which are not designated as "members-only" will be available for use by the general public upon payment of the applicable use fees and personal charges incurred at the Club. The Club has the right to designate certain areas of the golf clubhouse during certain times as "members-only". The Club will establish the use privileges of daily-fee users and the applicable fees and other charges to be paid

by these users from time to time, in its sole discretion. Daily-fee users must comply with the rules established by the Club from time to time.

In order to promote the Club and to introduce the Club to prospective members, the Club reserves the right to issue non-equity memberships on an annual, seasonal or other basis. The Club will establish the use privileges of, and the fees, dues and other charges to be paid by non-equity members. The non-equity membership shall abide by the By-Laws and rules and regulations of the Club.

ARTICLE XII

Guest Privileges

Guests of members may be extended guest privileges subject to payment of the applicable fees and charges and compliance with the Rules and Regulations established from time to time by the Board of Directors of the Club. Guest privileges may be denied, withdrawn or revoked at any time for reasons considered sufficient by the Board of Directors, in its discretion.

ARTICLE XIII

Dues, Fees and Charges

The Club's membership year will constitute the twelve (12) month period commencing November 1 and ending on October 31, unless otherwise established by the Club.

The Board of Directors of the Club will establish the amount of dues, fees and charges to be paid by each user from time to time. The amount of dues payable by each member will depend upon the classification of membership and dues category selected by the member. Equity Members will select either the Annual Golf Dues Category or Seasonal Golf Dues Category at the beginning of each membership year. Although an Equity Member selecting the Seasonal Golf Dues Category may change to the Annual Golf Dues Category during the membership year, those Equity Members selecting the Annual Golf Dues Category will not be permitted to change to the Seasonal Golf Dues Category until the following membership year. The dues shall be negotiated and reflect a similar adjustment to previous years. The dues and fees shall be set at any level deemed appropriate by the Board of Directors of the Club.

Dues shall be due and payable in advance, on or before the first day of each membership year, unless otherwise established by the Club. It shall be the policy of the Club that the dues and the other receipts of the Club shall be sufficient, insofar as it is possible to project, to meet the annual operating needs of the Club, including any debt service. The failure of any member to pay his required dues, fees and other charges within the prescribed time period shall constitute grounds for suspension and/or termination of membership privileges at the Club. In the event a membership is terminated, the member will no longer have any membership privileges to use the facilities provided at The Club

at Pennbrooke Fairways, Inc. and will not be entitled to a refund of any portion of the membership contribution/fee previously paid to the Club.

ARTICLE XIV
Delinquencies and Hypothecation of Membership

1. Statement

Any member failing to pay his or her indebtedness to the Club within the required time period shall be subject to such action determined by the Board of Directors.

2. Liens

No member of the Club shall create, incur, assume or suffer to exist upon the Club Member's membership any liens and security interests whatsoever except to the extent the lien and security interest represents a purchase money lien and security interest incurred as a result of acquiring the Club Membership.

ARTICLE XV
Discipline

Any member, designee, immediate family member or guest of the member whose conduct shall be deemed by the appropriate committee to be improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its members, may be reprimanded, fined, suspended or expelled from the Club by action of the Board of Directors. The Board of Directors shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony or good reputation of the Club or its members.

1. Board Action

A member or designee shall be notified of any proposed disciplinary action and shall be given an opportunity to be heard by the Board of Directors to show cause why he should not be disciplined in accordance with this Article. If the member desires to be heard, the member must provide a written request for a hearing to the Board of Directors within ten (10) days after the date of the Club's notice to the member of the proposed action. Upon the Board's receipt of the written request for a hearing, the Board of Directors shall set a time and date for such hearing, which shall in no event be less than five (5) days after such request. Depending on the severity of the violation in the discretion of the Club, membership privileges of the offending member may be suspended by the Club pending a final resolution.

2. Suspension

The Board of Directors may suspend a member, household user or guest from some or all of the privileges of the Club for a period of up to one (1) year. Dues and other obligations shall accrue during such suspension and must be paid in full when due.

3. Resignation-Request by Board

The Board of Directors may, by a majority vote of the Directors present, request the resignation of any member of the Club for cause deemed sufficient by the Board of Directors.

4. Expulsion

A member may be expelled or suspended after one warning by the Club if the appropriate committee of the Club determines that the member's conduct was improper or likely to endanger the welfare, safety, harmony or good reputation of the Club or its members. Any member of the Club who has been expelled shall not again be eligible for membership nor admitted to use the facilities provided at The Club at Pennbrooke Fairways, Inc. under any circumstances. For one full year a member who has been fully expelled from the Club shall forfeit his or her membership in the Club. An expelled member shall be notified by registered mail and shall have the obligation to surrender the membership certificate and shall forfeit all rights and privileges of membership.

ARTICLE XVI

Corporate Seal

The Corporate Seal of the Club shall be circular in form and shall have inscribed thereon the name of the corporation and the words “seal”, “Florida”, “Not-For-Profit” and the year of incorporation. The corporate seal shall be in the possession of the Secretary of the Club and be affixed by the Secretary to all documents relating to the official acts of the Club, as authorized by the Board of Directors.

ARTICLE XVII

Miscellaneous

1. Fiscal Year

The fiscal year of the Club shall commence on the first day of November and conclude on the last day of October.

2. Assessments

There will be no assessments for operating deficits prior to the Closing Date. However, the Board of Directors of the Club may find it necessary to make assessments, in addition to dues, to cover any operating deficits which may occur. Assessments to cover operating deficits incurred in the operation of the facilities provided at The Club at Pennbrooke Fairways, Inc. shall be prorated equally among all Equity Members at the Club.

There will be no assessments for capital expenditures unless approved by a majority of the members of the Board of Directors of the Club after the Closing Date and two-thirds of the outstanding Equity Memberships at the Club entitled to vote. Any assessment for capital expenditures to the Club Facilities shall be voted on by and paid equally by all issued active Equity Memberships at the Club.

The Club shall not make any capital or operating assessments or impose any dues, fees or other charges on any previously un-issued Club Membership or Equity Membership held in escrow.

The Club shall not make any capital or operating assessments or charge any dues or other fees on any previously un-issued Equity Membership, until and after such Equity Membership has been issued to a member desiring to use the Club Facilities.

3. Conflict Between By-Laws and Articles of Incorporation

In the event of conflict between the terms of these By-Laws and the Articles of Incorporation, the terms of the Articles of Incorporation shall prevail.

4. Dissolution or Liquidation

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among the holders of the equity memberships of the Club on an equal basis.

ARTICLE XVIII
Amendments

These By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by: (a) a majority vote of all of the members of the Board of Directors, and (b) a majority of the votes cast by the Equity Members in person or by proxy at any duly called and constituted annual or special meeting of the members of the Club at which a quorum of the Equity Members is present either in person or by proxy. The proposed amendment must be set forth in the notice of the meeting.

**CERTIFICATE OF AMENDMENT OF
BY-LAWS OF
THE CLUB AT PENNBROOKE FAIRWAYS, INC.**

The undersigned President and Secretary of The Club at Pennbrooke Fairways, Inc. do hereby certify that:

1. On January 9, 2011, the Club held a meeting of its members.
2. The meeting was duly noticed in accordance with the By-Laws of the Club.
3. Notice of the subject matter of the proposed amendments and restatements to the By-Laws was given to members in the notice of the meeting.
4. At the meeting the proposed amendments and restatements to the By-Laws were approved by the requisite number of votes of members of the Club.

IN WITNESS WHEREOF, the parties have executed this Certificate of Amendment this _____ day of _____, 2011.

The Club at Pennbrooke Fairways, Inc.
A Not-For-Profit Corporation

By: _____

As its President

By: _____

As its Secretary