

**WRITTEN ACTION OF
FIRST BOARD OF DIRECTORS
OF
CAMELOT WOODS II HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being all of the members of the first Board of Directors of **CAMELOT WOODS II HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation, hereby take the following written actions as of April 10, 2000, in lieu of holding a meeting regarding the same, all pursuant to the terms of Section 617, Florida Statutes:

1. CERTIFICATE OF INCORPORATION. It is noted that the corporation's Certificate of Incorporation was duly filed in the office of the Secretary of State of Florida on April 4, 2000, and a certified copy thereof, together with a letter from the Secretary of State acknowledging receipt and filing of such certificate and full payment of charter fees and other money due the State of Florida incident to the incorporation.
2. DATE OF ACTIVATION. It is noted that pursuant to the corporation's Articles of Incorporation, the corporation was activated as of April 4, 2000.
3. BY-LAWS. A draft of the code of By-Laws, in the form attached to this written action, has been duly reviewed in its entirety by the corporation's directors who have by proper action adopted such draft as the official By-Laws of the corporation.
4. OFFICERS. Resolved, that the following individuals be, and they hereby are, elected to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

Richard Neff	President
Ed Andrews	Secretary/Treasurer
Brett Alexander	Vice President

5. DIRECTORS. The following individuals be, and they are hereby elected to serve as directors until their successors are duly elected, qualified and seated:

Richard Neff
Ed Andrews
Brett Alexander

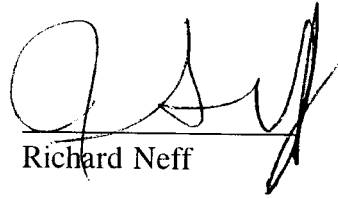
6. COMPENSATION. Resolved, that the compensation arrangements with respect to the officers of this corporation be, and the same are hereby, deferred until further action by this Board.

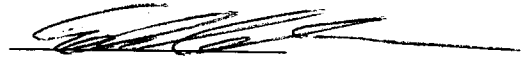
7. DEPOSITORY. Resolved, that _____, Tampa, Florida, be, and it is hereby designated as a depository of this corporation, and that funds so deposited may be withdrawn upon the execution of a check, draft, note, or other document of the corporation, which such document may be drawn and executed by any one (1) of the following individuals:


Further resolved, that the resolution required by said bank to effect the foregoing arrangement, a copy of which the Secretary shall attach to this written action, be, and the same is hereby, adopted as the action of this Board of Directors of the corporation.

8. REGISTERED AGENT. Resolved, that the registered office and registered agent of the corporation, initially fixed by the terms of the corporation's Articles of Incorporation, be retained pending further action by this Board of Directors, or until the filing of the first annual report, whichever occurs sooner.
9. INDEMNIFICATION. Resolved, that the corporation shall indemnify any and all of its directors or officers or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or pending proceeding brought or threatened in which they or any of them are or might be made parties, or a party, by reason of being or having been officers or directors of the corporation, except in relation to matters as to which nay such director or officers or directors shall be adjudged in any such action to be liable for intentional or negligent misconduct in the performance of duty.

DATED: Oct 3rd, 2000.


Richard Neff


Ed Andrews

 V.P.
Brett Alexander