



BYLAWS OF POA OF THE SANCTUARY AT LAKE RIDGE

ARTICLE ONE REGISTERED OFFICE

1.01. The registered office of POA of the Sanctuary at Lake Ridge (the "Corporation") shall be at the location as set from time to time by the Corporation. The name of the registered agent of the Corporation at such address is the agent as is appointed by the Corporation from time to time.

ARTICLE TWO DEFINITIONS

2.01 As used in these Bylaws the following definitions shall apply:

(A) "The Sanctuary" or the "Subdivision": Lake Ridge at Joe Pool Lake, Section 20 (The Sanctuary), as such section is shown by plat or plats of record among the Plat Records of Dallas County, Texas whether such plats are presently on record or are hereinafter to be recorded, and any additional real property annexed thereto by BLUEGREEN SOUTHWEST ONE, L.P., is hereinafter referred to collectively as "The Sanctuary" or the "Subdivision," so long as such properties are bound by any subdivision restriction promulgated by BLUEGREEN SOUTHWEST ONE, L.P. (which may be referred to herein as the "Developer"), or its successors or assigns, which subdivision restrictions provide for the collection of assessments by the Developer, on behalf of the Corporation, or a third-party company involved in homeowners or property owners association management, on behalf of the Corporation, until the Control Transfer Date (as defined in the Restrictions), at which time the Developer or third-party company acting on behalf of the Corporation, as the case may be, shall deliver to the Corporation all funds on hand together with all books and records of receipt and disbursements. The Developer (and the third-party company acting on behalf of the Corporation, if applicable), and upon the Control Transfer Date, the Corporation, shall maintain separate accounts for these funds.

(B) MEMBERS:

1. Ownership of each Tract (as "Tract" is defined in the Declaration of Covenants, Conditions and Restrictions for Lake Ridge at Joe Pool Lake, Section 20 (The Sanctuary), as same may be amended from time to time) in the Subdivision shall entitle the owner thereof of one membership in the Corporation. Members of the Corporation shall include all those persons or entities who are voting members, non-voting members, or advisory members of the Corporation as provided below. The Declaration of Covenants, Conditions and Restrictions referred to in this paragraph may be referred to herein as the "Restrictions".

2. For purposes of these provisions, those persons who have purchased any of the Tracts in the Subdivision under the provisions of any Contracts of Sale and Purchaser

with the Veterans Land Board of the State of Texas shall be considered as “members” of the Corporation, and the State of Texas shall not be considered as a member of the corporation. In the case of any Tracts owned by two or more persons or entities other than one individual, the owner or owners thereof may designate one person in writing as the person eligible for memberships.

3. A person shall be considered as an owner of a Tract in the Subdivision only after such person has received legal title in such Tract, or after legal title in such Tract has been transferred by BLUEGREEN SOUTHWEST ONE, L.P. (or its successors or assigns) to the individual, the entity, or the Veterans Land Board of the State of Texas.

(C) VOTING MEMBERS: All those persons or entities owning a Tract or Tracts in the Subdivision who are (a) current in the payment of any and all assessments due to BLUEGREEN SOUTHWEST ONE, L.P. or the Corporation; (b) not otherwise in default under any of the subdivision restrictions affecting such Tract or Tracts in the Subdivision; and (c) are current in all other dues or other obligations to the Corporation. BLUEGREEN SOUTHWEST ONE, L.P., its successors or assigns shall be considered a voting member of the Corporation.

(D) NON-VOTING MEMBERS: Non-voting members of the Corporation shall be those members who are in arrears for more than thirty (30) days in the payment of any assessments, or in the payment of any other dues or accounts of the Corporation, or in default in the performance of any of the obligations contained in any of the subdivision restrictions affecting the Subdivision. However, no members shall be considered to be in default in the payment of any other dues or accounts, due to BLUEGREEN SOUTHWEST ONE, L.P. or the Corporation, nor will they be considered to be in default in the performance of any other obligations under the subdivision restrictions of the Subdivision unless such member has been notified of such default by a written statement for at least thirty days. Notice shall be conclusively deemed as having been given if the notice has been deposited in the U.S. mail, with postage properly prepaid, addressed to the last known address of the member as shown by the records of the Corporation.

(E) A member shall be in default, as provided for herein, if such member shall have failed to pay any assessments to the Corporation, as provided for in any subdivision restrictions of the Subdivision, for more than thirty (30) days after the same shall become due. A member shall further be considered to be in default if he has violated any of the terms, conditions, or stipulations of the restrictions affecting the Subdivision, or is in violation of any local, state, or federal law, order, rule or regulation, has been notified of such violation, and has refused to correct such violation within thirty (30) days after the date such notice was given.

**ARTICLE THREE
MEMBERS MEETINGS**

3.01 All meetings of the members shall be held at the registered office of the Corporation or at any other place within or outside this state as may be designated for that purpose from time to time by the Board of Directors.

3.02 Annual meeting of the members. The annual meetings of the members shall be held each year at the time and date as determined by the Board of Directors. If this day falls on a legal holiday, the annual meeting shall be held at the same time on the next following business day.

3.03 Notice of meetings. Notice of the meeting, stating the place, date, and hour of the meeting, and in the case of special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member (whether voting, non-voting, or advisory) at least ten (10) but not more than fifty (50) days before the date of the meeting either personally or by mail or other means of written communication addressed to the member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. Notice of adjourned meetings is not necessary until the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.04 Special meetings. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by the Board of Directors, or by any two or more directors. Any special meeting must be called for specific purposes, which purposes shall be identified in the call of the meeting and notice of the meeting.

3.05 Quorum. Ten percent (10%) of the voting members constitutes a quorum for transaction of business. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

3.06 Voting. Only persons listed as voting members on the date of the meeting shall be entitled to vote at such meeting. Any non-voting member may elevate his status to a voting member by curing any default prior to the stated time of the meeting. Votes shall be apportioned by Tracts, i.e., each Tract shall be entitled to one vote, and therefore, if any voting member owns two or more Tracts, he shall be entitled to the same number of votes as he shall own Tracts. There shall be no fractional voting, but rather, if a Tract is owned by two or more persons, that Tract shall be entitled to only one vote and shall not be entitled to split that vote, and the owners of such Tract must, in writing, designate one of their members to be the voting member of the Corporation. A voting member may execute a written proxy granting to another voting member, or to any advisory member, the right to cast such voting member's vote at any meeting. A voting member may not grant a proxy to a non-voting member as defined in Article 2.01 D.

3.07 Presiding officer. All meetings of the membership shall be presided by the President of the Corporation, and may be conducted in accordance with Roberts Rules of Order.

ARTICLE FOUR BOARD OF DIRECTORS

4.01 The management of the Corporation shall be vested in a Board of Directors consisting of three directors, which board shall have full power and authority to carry out the purposes of the Corporation and to do any and all lawful acts necessary or profitable thereto. The director shall have no individual power and shall only have collective power as a board. The powers of the Corporation shall be exercisable by the Board of Directors or under its authority, and the action of the President of the Corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, or these Bylaws as to the actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited special power and authority to the officers and employees of the Corporation to transact the general business, or any special business of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business required by such authorization.

4.02 The authorized number of directors of this Corporation shall be three. Following the Control Transfer Date, the directors must be members of the Corporation. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

4.03 Notwithstanding anything to the contrary herein, Bluegreen Southwest One, L.P. shall have the power to appoint the directors until the Control Transfer Date (as defined in the Restrictions). After the Control Transfer Date, the directors shall be elected annually by the voting members. Directors shall hold office until their respective successors are elected, or until their death, resignation or removal.

4.04 Vacancies of the Board of Directors may be filled by a majority of the remaining directors, or by the sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the directors. The entire Board of Directors or any individual director may be removed from office with or without cause before the Control Transfer Date by Bluegreen Southwest One, L.P., and after the Control Transfer Date by a vote of the majority of the voting members at any regular or special meeting of the members.

4.05 All meetings of the Board of Directors shall be held at the principal office of the corporation or at such place within or outside the state as may be designated from time by resolution of the board or by written consent of the members of the board. Regular

meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the membership of the Corporation, and at such other times as the directors may determine.

4.06 Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice-President or by any two directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed ten (10) days prior to the meeting or personally delivered to each director not later than three (3) days before the day appointed for the meeting.

4.07 A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

4.08 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as the unanimous vote of the Directors, if all of the members of the board shall consent in writing to the action.

4.09 A quorum of the directors may adjourn any directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special may adjourn from time to time until the time fixed for the next regular meeting of the board.

4.10 The President, or in the President's absence, any director selected by the directors present, shall preside at meeting of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

4.11 Directors and members of the committee shall not receive any compensation for their services. They may receive reimbursement for actual expenses incurred only upon the submission of appropriate written evidence of such expenses incurred.

ARTICLE FIVE OFFICERS

5.01 The officers of the corporation shall be a President, a Secretary, a Treasurer, and such assistant and other officers as the Board of Directors shall from time to time determine. Any two offices may be held by one person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the tenure of all officers.

5.02 The officers of the corporation shall have the power and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

ARTICLE SIX EXECUTION OF INSTRUMENTS

6.01 The Board of Directors may, in its discretion, authorize an officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporation name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Corporation.

ARTICLE SEVEN MISCELLANEOUS

7.01 The Board of Directors, on behalf of the Corporation, shall have the authority to employ such agents or employees as the Board of Directors shall deem appropriate for carrying out the purposes of this Corporation.

7.02 The Board of Directors shall have discretion over the disposition of any and all assessments paid as provided for in any of the subdivision covenants, restrictions, and requirements imposed on any Tract in the Subdivision. Subject to the approval of the majority of the voting members at a meeting of the membership duly convened, the Board of Directors may increase or decrease the assessments described in the subdivision restrictions, restrictive covenants, and conditions affecting any Tract of the Subdivision as shown by recorded instrument filed for record in Dallas County, Texas. All of the provisions relating to such increases and decreased, and to such assessments, which are shown by recorded instruments affecting any Tract of the Subdivision, or which may be hereinafter filed as to any subsequently created section of the Subdivision are hereby incorporated herein by reference as if stated in full.

7.03 The Board of Directors shall have the authority to appoint such committee to assist it in the managing of the Corporation as it shall deem appropriate, and to appoint to such committees either members or non-members of the Corporation. Such committee shall be of such number and serve such functions as the Board of Directors may determine; however, there shall always be created an Architectural Control Committee as is described in the subdivision restrictions, restrictive covenants, and conditions affecting any and all units of the Subdivision as shown by recorded instruments in Dallas County, Texas. Further, there shall always be created a separate committee for each garden home community which shall have sole power and authority to govern and control issues that are unique to each of their communities. Each garden home committee shall have three committee members who shall be elected annually from the members of each community at an annual or special meeting of such members that is called for such purpose. The quorum and voting provisions of Section 3.05 and 3.06, above, shall apply to such meetings.

7.04 The Corporation shall not enter into any contract to pay and shall not pay, any salary or other remuneration to any officer, directors, or committee member for their services as such, or in any other capacity regardless of the capacity in which they may act. However, nothing in this section shall prevent the Corporation from reimbursing any officer or director for actual expenses incurred by such director or officer in the performance of his duties.

7.05 Any and all funds of the Corporation shall be deposited in a bank account owned by the Corporation. All demand withdrawal instruments and checks on such bank account shall bear the signature of at least one authorized person, the identity of whom shall be made by the Board of Directors, and who may, but do not have to be members of the Corporation.

7.06 All books and records provided for by statute shall be open to inspection by the members at any reasonable time.

7.07 The power to alter, amend, or repeal these Bylaws is vested in the Board of Directors, subject to repeal or change by the action of the members.

7.08 If any provision of these Bylaws is in conflict with any provision of the Restrictions, the provision of the Restrictions shall govern.

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The undersigned officer of POA of the Sanctuary at Lake Ridge has executed these Bylaws of POA of the Sanctuary at Lake Ridge on the 4th day of March, 2010.

POA OF THE SANCTUARY AT LAKE RIDGE

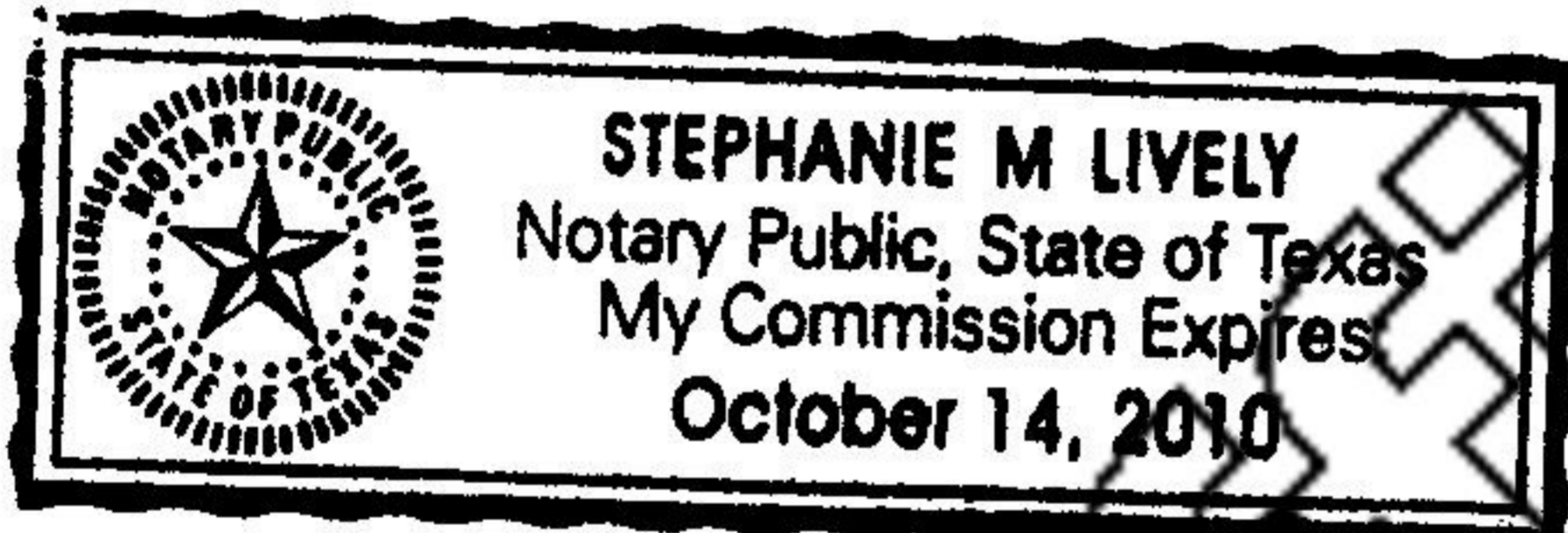
By: [Signature]
Name: Dan Koscher
Title: President

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF Tarrant

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This instrument was acknowledged before me on the 4th day of March, 2010, by Daniel Koscher, the President of POA of the Sanctuary at Lake Ridge.



[Signature]
NOTARY PUBLIC, STATE OF TEXAS

After recording, return to:
POA of the Sanctuary at Lake Ridge
2000 E. Lamar Blvd Ste 200
Arlington TX 76010

Filed and Recorded
Official Public Records
John F. Warren, County Clerk
Dallas County, TEXAS
03/24/2010 01:01:02 PM
\$44.00



[Signature]

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