

EXHIBIT A

AMENDMENT TO ARTICLE II OF THE BYLAWS OF
WALKABOUT PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

MEMBERSHIP, VOTING, QUORUM, PROXIES, ACCESS TO CORPORATE
RECORDS, ADDITIONAL REMEDIES FOR VIOLATIONS

Section 1. Qualification for Members, ~~Etc.~~ Voting Rights, Access to Corporate
Records, Suspension of Voting Rights, Remedies for Violations.

A. The qualification of Members, the manner of qualification for membership and termination of such membership, and voting by Members, shall be determined by those provisions set forth in the Declaration, Articles, and in these Bylaws.

B. Any member delinquent more than 45 days in any sum owed to the Master Association shall not be permitted to vote in any matters coming before the Master Association for a membership vote, and their vote shall not be counted for purposes of determining a quorum, for calculating the total number of votes required to pass a particular measure, or for any other purpose.

C. Access to Corporate Records. The right of a member to inspect records of the Master Association is governed by Chapter 617, Florida Statutes. Any member delinquent for more than 45 days in any sum owed to the Master Association, or any member who has violated, or who is in violation of, the provisions of the Declaration, Articles of Incorporation, these Bylaws, or any rule adopted by the Board, shall not be permitted to inspect the corporate records of the Master Association until the delinquency is cured, or until the violation is addressed and remedied.

Section 2. Quorum. [no change]

EXHIBIT B

**AMENDMENT TO ARTICLE IV OF THE BYLAWS OF
WALKABOUT PROPERTY OWNERS ASSOCIATION, INC.**

Article IV BOARD OF DIRECTORS

Section 2. Board of Directors

A. The Board of Directors shall consist of three (3) ~~at least five (5) but no more than fifteen (15)~~ Directors. Directors need not be Owners. ~~The initial Board of Directors shall contain five (5) directors designated by the Declarant.~~ The Declarant may increase or decrease the number of Directors serving on the Board, in the Declarant's sole discretion, prior to transfer of control of the Board as more particularly described in Section 3 hereinafter.

**Architectural Development
Guidelines
for**

WALKABOUT

Administered by:

**The Walkabout Architectural Review Committee ,
Walkabout Residential Company, L.L.C. &
The Walkabout Property Owners Association, Inc.,
Board of Directors**

Prepared for:

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VI.

site design criteria

The site design elements are to provide enrichment to the overall appearance of Walkabout and to each individual home. It is therefore important to the overall success of Walkabout that design attention is given to these details. All exterior site design elements are subject to prior approval by the ARC.

A. Paving and Pools

1. Driveways and Front Walkways/Patios

a. Materials

The driveway materials shall be unified with the front walkway/patio materials by repeating the material, color, and/or texture in its entirety or by repeating one or more of color, material and/or texture. Recommended materials for driveways and front walkways/patios are:

- (1) concrete paver block
- (2) set stone
- (3) set "old brick"

No asphalt, new brick (except bands), gravel, mulch, concrete, or random/separated paving blocks are permitted for either driveway or front walkways/patios. No wood decks are permitted in the front yard unless visually enclosed by wall or fence from the street view.

b. Configuration and location

The driveway configuration should be reviewed to achieve the most creative solution. Recommended configurations include:

- front entry
- side entry
- entry court (front or side entry), and
- circular

There shall be a balance of paving and planting in the front yard. A large expanse of paving shall not be permitted. Additional paving outside the limits of standard driveway that could be used for front yard parking shall require specific ARC review and approval. The driveway geometry and size (regardless of configuration) shall be designed to be unified with the front walkway/patio and with planting design and to accommodate ease of passenger vehicular turning and movement. The max. driveway width at the ROW line shall be 18'.

Right of Way

The driveway pavement shall be:

- a minimum of 5' off all property lines for single-family detached homes.

except where direct access for vehicles is provided. No curbside parking or extension of street pavement for curbside parking will be permitted.

Maximum Driveway widths @ ROW line:

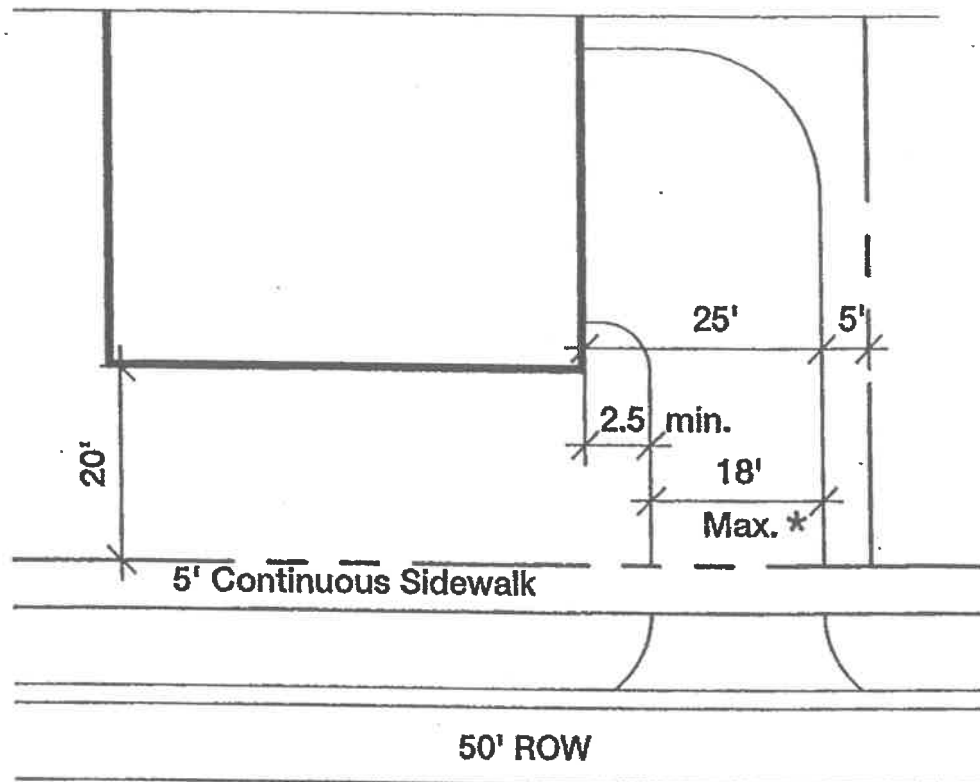
Driveway Configuration	SF-D < 75' wide	SF-D > 75' wide	SF-A
Front loaded 2 car garage	18'	20'	18'
Front loaded 3 car garage	27'	30'	27'
Front loaded 1 car garage (secondary)	N/A	10'	
Side loaded garage	N/A	20'	N/A
Circular drive, Front loaded 2 car garage **	N/A	2 @ 18'	N/A
Circular drive, Front loaded 3 car garage **	N/A	1 @ max. 28' 1 @ min. 12'	N/A
Circular drive, Side loaded garage **	N/A	2 @ 18'	N/A

* The total combined driveway width cannot exceed 40'

** 30' separation is required between driveways on same lot per County Code.

4 car garages shall be reviewed on case-by-case basis and a special design criteria may be required, such as offset garage façade and additional landscaping between doors.

No driveway may be located closer than 2.5' from columns, walls, and fences (other than access gate sections). Per BC standards no driveway shall overlap a drainage easement w/o an encroachment agreement w/ Brevard County and WPOA.



Scale: 1"=20'0"
SF-D Side Entry Garage

* Refer to chart on page 43 for driveway widths

The driveway shall intersect the street R O. W. at a 90° angle. A 10° deflection may be permitted on a site specific request. The driveway pavement material will continue through from the garage entry to the back of the valley gutter, except for the area of a BC required concrete sidewalk in the street ROW.

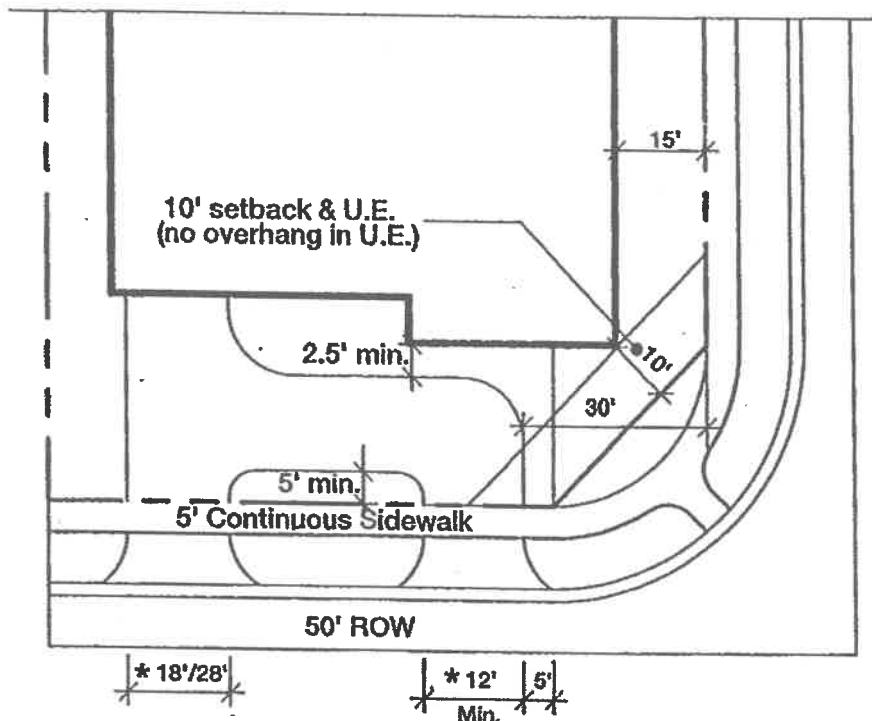
The following driveway location standards shall be adhered to in Walkabout:

(1) **Corner Lots:**

Along local streets, driveways to corner lots shall be located to provide a minimum of 30 feet (i.e. 5' off sight triangle) from the intersection of the projection of the right-of-way lines to the near edge of driveway pavement.

(2) **Mid-Block Lots:**

Along local streets, driveways serving abutting lots shall be located such that flares or returns are separated by at least 5 feet.



Scale: 1"=30'0"
SF-D Corner Lot

Circular drive is not permitted for homes with lot widths <65'.
 * Refer to chart on page 43 for driveway widths

b. Lots with direct access to collector roads:

Only side loaded garages will be permitted with lots having direct access to collector roads.

2. Side Yard Patios, Walkways, Courtyards, and Decks

a. Materials and Configurations

Wood decks and walks of any material selected by the owner may be used in side yards. Courtyards and large patios with or without pools shall be of a material and design that is consistent with the front walkways/patio and driveway. At a minimum, a portion of the material (type, color, texture) and design geometry used in the front walkway/patio and/or driveway shall be repeated. Any paving/pool deck shall be a minimum of five feet off the side interior lot line for single-family detached homes at a minimum of 2 feet off the side interior lot line at the high point of the lot drainage. For SF-D homes walkways that occur at or near the high point of the lot, may be 2.5' off the side interior lot line. For SF-A homes

walkways that occur at or near the high point of the lot, may be 2.0' off the side interior lot line. The design geometry of all pools, decks, patios, walks, and planting areas in a rear yard shall be uniform.

The use of landscape rocks and small rocks gravel is only allowed in the side and rear yard with ARC approval. Only ph neutral river rocks or Chattahoochee type rocks shall be used and the area shall be non-visible from the street and the golf course.

3. Rear Yard Patios, Walkways, and Pools (Spas)

a. Materials

Rear yard patios, walkways, and pool decks shall be constructed from one of the following materials:

- (1) concrete paver block
- (2) set stone
- (3) set "old brick"
- (4) tile (non-skid exterior)

No asphalt, new brick (except for bands), gravel, mulch, concrete or random/separated paving blocks are allowed for rear yard patios, walkways, or pool decks.

Materials, color, and texture do not need to be the same as the front driveway, patio, and/or walkway. However, some feature or geometry and or material shall be repeated to unify the lot. All pools and spas shall be of concrete/gunite construction. No above ground pools, spas, or hot tubs will be permitted unless incorporated into pool decks at a height no greater than 30".

b. Configuration and Envelopes

The view of the rear yard from the golf course and open space is of equal importance as the view of the front yard from the street. Therefore, the design and configuration of the planting, paving, pool, and building must work together. To protect the overall community appearance, limitations on the envelopes of these elements are established by the criteria under Structures in Sections V.C. and V.D. of this manual. There shall be a balance of paving and planting. A large expanse of paving/deck shall not be permitted.

Any paving/pool deck shall be a minimum of five feet off the side lot line for single-family detached homes. The design geometry of all pools, decks, patios, walks, and planting areas in a rear yard shall be uniform.

A drainage solution shall be provided to the ARC, for single-family attached homes. The drainage solution shall at a minimum include fall gutters on both adjacent houses, which are connected to a minimum 6" piping to bubble up inlets in the rear portion of the yard. The drainage solution shall also provide drain inlets to collect non-roof water. These inlets shall connect to the 6" piping (provided for the gutter) to outfall at the bubble up structure near the rear of the lot line.

Where drainage easements, golf course, or lake maintenance easements abut the rear of lots, the rear 2' shall be planted in shrubs or groundcover for the full width of the patio, pool, or deck to provide separation from the golf course, lake, and open space. The shrubs or groundcover shall run the full width of any screened enclosure or patio except for door openings. For lots abutting the golf course, palm and/or trees shall be planted in the first 25' from the rear of the lot into the golf course.

B. Structures

All structures on lots are to be compatible with the principal structure in both materials and configuration. Where the Master Developer requires a standard for Walkabout, no substitutions will be allowed. The ARC shall approve the locations for all Walkabout structures. Other structures common to a parcel shall relate to the design image of the Walkabout standard elements. Refer to Sections V.C. and V.D. of this manual for dimensional criteria.

1. Trellises, Awnings, Gazebos, Cabanas, Greenhouses, and Guest Cottages

All trellises, gazebos, cabanas, greenhouses, and guest cottages shall be designed with the same architectural vernacular, details, colors, materials, and textures as the principal structure. Trellises shall have a minimum of 3 layers of top cross members. Maximum height of columns and trellises is 12' with a 5' minimum setback from the rear property line, as measured to the outside face of column. A reasonable architectural justification for varying from this repetition

may be submitted to the ARC. If a canvas structure is used, its form, color, columns and all components including accessory hardware, shall complement the principal structure and all aspects of its design, with consideration given to the use of canvas awnings on the principal structure. Canvas shall be replaced before substantial fading or wear begins to occur.

All canvas structures and all awnings shall be approved by the ARC.

SF-A and SF-D Parcel:

- All canvas structures and all awnings shall be one color
- All homes in a parcel shall have awnings of the same color.

SF-D Custom Homes:

- All canvas structures and all awnings on a SF plat shall be one color.

2. Screened Enclosures

Screened enclosures shall be of a form that repeats the geometry of the principal structure. Two story screened enclosures **SHALL NOT BE PERMITTED**. (Two story screened enclosures are enclosures that include or reach above second floor windows or the upper second level of windows on a clerestory room.) ONLY DARK BRONZE (NO WHITE) screens and frames will be permitted within Walkabout. Glass greenhouses and screened enclosures with impervious roofs shall be considered to be a part of the principal structure in relation to lot coverage, setbacks, and other zoning or design criteria. Screened enclosures will not be allowed in the front yard between the house and street. All screened enclosures shall be designed with mansard or hip roof framing. ALL SCREENED ENCLOSURES SHALL BE SUBMITTED WITH ELEVATIONS AND PLANS FOR ARC APPROVAL PRIOR TO SUBMITTING FOR BUILDING PERMIT. Groundcover, shrubs, or vines shall be planted on the outside of screened enclosure visible from the golf course or street to provide visual relief.

3. Fences/Gates/Walls/Columns/Archways on Residential Lots

Fences/Gates/Walls/Columns/Archways shall be designed as an extension of the architectural mass and shall be detailed to unify the entire site design. Use of these elements to enclose space, provide for variety in the scale of exterior space, and to create a series of entrances among outdoor rooms is encouraged. Galvanized steel

picket, aluminum picket, wrought iron, and stucco box fences may be used. The color of all metal fences shall be dark bronze. CHAIN LINK FENCES/GATES, WELDED WIRE FENCES/GATES, LOUVERED CONCRETE PANEL FENCES/GATES, AND WOOD FENCES/GATES SHALL NOT BE ALLOWED. Where a fence is provided on the rear lot line abutting a lake bank the Lot Owner/Builder/Developer shall provide cord grass at a minimum 2', but no more than 4' in width on the upper portion of the lake bank adjacent to the rear lot line.

All fences around pools and all fences located at or near on the rear property line and shall be 4' in height per the Brevard County pool and fence code.

No fences will be allowed in the front yard (the entire area between the front of the house to the street ROW, from side interior lot line to side exterior lot or corner line).

Only on ARC approved tennis courts may chain link fences be used in combination with a black vinyl coating, wind screens, and adequate planting. (The Master Developer may use vinyl coated chain link fence integrated with shrubs and concrete solid panel fences in certain common areas and buffers.)

CBS walls, concrete walls, columns, and archways may be used and shall repeat architectural details, materials, color, and texture of the principal structure.

Walls in the front yard:

SF-A & SF-D 4' max. height with a 5' min. setback from ROW with shrubs between wall and ROW.

SF-D 6' max. height building privacy wall with a 15' min. front setback. The wall may encroach into the 20' front setback for a max. length of 25'.

Metal picket fencing may be incorporated into a front yard wall on top of a knee wall or integrated with columns.

Privacy walls/solid stucco box fences around a SF-D home shall be five feet off the side property line and maximum of 6' high.

Walls in the rear yard:

Privacy walls around pools and spas in the rear yard of a SF-A shall be maximum 6' in height and maximum 25% of the length of the rear lot line. The wall shall be minimum 5' off the rear property line.

All gates shall match the fence or complement the wall.

Groundcover, shrubs, or vines shall be planted on both sides of fences and walls visible from the golf course or street to provide visual relief.

SF-A side yard privacy walls shall be min. 5' high and 8' long and shall meet the color finish and detailing of the principal structure and may extend no closer than 2' from the rear of the property line. In order to avoid disruption of golf course/lake/O.S. views, no other privacy wall or solid fence may be used within 10' of the rear property line. Retaining walls shall be no higher than 30" above the lot/pool decks finished grade and no closer than 5' from the rear lot line.

4. Parcel Entry Feature and Sign

Each of the parcels has been provided with an area for entry features as outlined in Section V.B.I.a. of this Manual, except for those with direct lot access to collector roads. This area is the 25'+ buffer area provided along the adjacent collector road. The entry features may include: CBS walls, metal letters or sign panels on walls, columns, decorative lights, ironwork, fountains, wall or fountain stone sculpture, special paving for walkways and parcel street, and planting. The sign text may only include the parcel project name.

No entry may be altered without ARC approval.

Utility easements, collector road bike paths or golf cart paths, LDR sign setback, buffer planting, and sight distance requirements shall be incorporated into the design.

5. Street Lighting, Mailboxes, Street Name, Signs, and Traffic Control Signs

The uniform standard for all residential and parking street light poles shall be () for collector roads (14' M.H.) and () for parcel streets (12' M.H.); both with (). The Master Developer will provide the street lighting plan. For Commercial and Community Facility Development the parking lot light pole shall be decorative concrete pole () and the light fixture shall be (), 1000 watt. The color shall be dark bronze.

Mailboxes shall be purchased from the Master Developer to provide a unified design (See Sec. 1.d (1), page 22). Only the street address number will be permitted on the mailbox structure with a maximum letter height of one inch. No decorative feature can be added to the standard Walkabout mailbox. All mailboxes shall be installed by the developer's installer in accordance with the Master Developer criteria and paid for by the lot owner/builder/developer. Mailbox locations shall meet the U.S. Post Office Standards.

The uniform standard for all traffic control signs shall be as specified by the Master Developer. The street name sign shall be located per the final engineering traffic signage and marking plans with the typical design as specified by the Master Developer and as approved by BC.

6. Other Signs

No permanent or temporary signs are permitted without the written consent of the ARC, except for those listed under paragraphs 4 and 5 above, building permit signs, and those installed by the Master Developer.

7. Decorative and Landscape Lighting

Decorative sconce lighting, landscape up-lighting or down-lighting are the three methods of lighting encouraged. Alternatives may be proposed. Flood or spot lights with direct glare (unshielded) shall not be permitted. No colored lenses or bulbs shall be permitted. Tennis court or game court lighting photometric plans must be approved by the ARC. "Spillover light" onto residential property in excess of 0.3 of one foot candle when measured at six (6) feet above grade at the residential property line is prohibited.

The sources (fixtures) for landscape lighting shall be located in groundcover or shrub areas; not in sod or paved areas and shall be contained in a black or dark bronze fixture. Bare bulbs are not permitted.

8. Tennis, Basketball, Other Game Courts, and Play Equipment

One tennis court or other game court may be placed on a residential parcel or on residential lots when:

- lot acreage is at least half an acre (21,780 SF). One acre is required for a lighted tennis court (this item applies only if tennis court is an accessory use to a single family residence).
- the lots are replatted.
- LDR setbacks are met.
- the ARC determines that adequate planting is provided.
- black vinyl-clad fencing with wind screens are approved by the ARC.

All tennis courts shall have:

- colored finish coat with resilient substrate or base coat (painted asphalt is not permitted).
- 45° (12'x12') corners (all 4 corners).

To reduce the mass of the tennis court, the side fence shall be composed of:

- 20 l.f. of high fence (8'-10') from 45° corner.
- 10 l.f. of slope to 4' ht. fence.
- 4' ht. fence between slopes.

Any tennis court lighting shall be approved by the ARC and prior written consent of the abutting lot owner must be obtained. An acre of land is required for a lighted tennis court (LDR Sec. 62-2128).

Basketball standards, backboards, goals, and nets shall be either portable or permanent and are not permitted in any rear yard:

a. portable

- stored inside building when not in use.
- located in the driveway in front of the house .
- not located in center of front yard (center 50% of the lot width).

b. permanent (clear polycarbonate or plexiglass backboard only)

- located 2 1/2' off the driveway in front/side yard of the house.
- located in the front/side yard between the driveway and the side interior lot line closest to the driveway (i.e.: not located in center 50% of front yard).
- not permitted on single family attached homes.

Setbacks:

- Front 10'.
- Side interior 5'.

The minimum setbacks from all property lines shall be 5'.

NETS SHALL BE REPLACED PRIOR TO DETERIORATION OR WHEN TORN.

9. Miscellaneous Structures

Permitted

- Solar cell banks on flat roof with screen parapet.
- Flag poles (refer to page 76 for flag pole criteria).
- Sculpture that is an integral part of the building architecture and/or fountain consistent with building design.

Permitted only in rear yard

- All children's play houses, and play equipment/tot lots shall be adequately screened from all adjacent property as determined and approved by the ARC.
- Sculpture in rear yard screened from view in all directions.

Permitted only in rear yard and if designed to match principal structure:

- Masonry BBQ/outdoor fireplace (portable BBQ must be stored in a screened or enclosed area when not in use).
- Storage building and tool sheds, if designed as part of principal structure with same color, material, and details as principal structure.

ALL SCREENED ENCLOSURES SHALL BE SUBMITTED WITH ELEVATIONS AND PLANS FOR ARC APPROVAL PRIOR TO SUBMITTING FOR BUILDING PERMIT.

Not permitted:

- Dog runs or houses.
- Detached storage buildings and tool sheds.
- Horses or any equestrian structures.
- Outside TV antennas not meeting the following criteria (D).
- Outside satellite TV dishes not meeting the following criteria (D).
- Solar cell bank on ground or roof (except as above) .

- Windmills.
- Free standing flag poles (refer to page 93 for flag pole criteria).
- EXTERIOR AUDIBLE ALARMS.
- Clotheslines.
- Concrete pyramids or half-round blocks to replace curbing.
- Free standing sculpture in front yard.

C. Utilities and Miscellaneous Structures

Shrubs planted at minimum height of 30" and maintained at a height of 48" shall enclose all air conditioner units and pool pumps. If fence or wall are used to enclosed the units, a lower shrub shall be used on all exterior sides of the fence or wall. Access openings shall be adjacent to house. Adequate screening from the street and adjacent properties, as determined by the ARC, is required for the following:

- Utility boxes and meters
- Air conditioner units and heat pumps
- Pool pumps
- Underground gas tanks for pool heaters
- Irrigation pumps and backflow prevention devices
- Trash containers

No pumps or irrigation pumps may be located adjacent to rear yard of abutting home.

The ARC will review the plans to determine any measures taken to reduce noise from mechanical equipment. Noise abatement may be accomplished by placement of walls to buffer sound and/or by placement of the equipment in certain locations.

D. Outside Installations of Communication Equipment:

No visible antennas, aerials, satellite dishes, cable dishes, or other apparatus for the reception or transmission of television, radio, or other signals of any kind shall be placed, allowed, or maintained upon any Lot or Common Area except for Permitted Antennas (as hereinafter defined). No radio station or short-wave operations of any kind shall operate from any Lot or Common Areas, except for communication equipment utilized by the Master Association and Club Property. It is the intent of this section that, to the maximum extent authorized by applicable law, the WPOA has the right to restrict antennas, aerials, satellite dishes, cable dishes or other similar apparatus.

14 inches or less
The term "Permitted Antenna" shall mean:

- A satellite dish one meter (39 inches) or less in diameter designed to receive direct broadcast satellite service.
- Antennas one meter or less in diameter or diagonal measurement designed to receive video programming services via multi-channel multi-point distribution, (i.e. wireless cable) providers.
- Antennas designed to receive television broadcast signals. No outside antennas, satellite dishes or other signal receiving dishes or equipment other than a Permitted Antenna shall be allowed.

Permitted Antennas shall be subject to the following rules and regulations regarding installation and location:

- (a) *shall be permitted.*
No mast for a Permitted Antenna shall exceed the absolute minimum height necessary to establish line of site contact between such Permitted Antenna, once installed on the mast, and the transmitter from which it is receiving signals.
- (b) All Permitted Antennas shall be placed in a location on the Lot that is not visible from any street if such placement would permit reception of an acceptable quality signal. If an acceptable quality signal cannot be received from such location, the Permitted Antenna shall be placed on the Lot in such location where an acceptable quality signal may be received that is the least visible from any street. *only with neighbor written approval.*
- (c) For purposes of this paragraph, for all corner lots, both sides of the residence facing adjacent streets shall be considered the front of the residence and remaining two sides the rear of the residence. No Permitted Antenna may be mounted on the front of a residence or on the front one half of either side of a residence constructed on a Lot, unless an acceptable quality signal cannot be received from the rear of such residence, in which case, the Permitted Antenna may be mounted on the front half of either side of a residence or the front of the residence as necessary to obtain an acceptable quality signal, and in which case, the Permitted Antenna shall be mounted in the least visible location on the residence where an acceptable quality signal may be received.
- (d) Permitted Antennas mounted on the side wall of a residence shall be mounted as close to the eave area as possible where an acceptable quality signal may be received.
- (e) Permitted Antennas attached to a residence, as well as all mounting brackets, shall be painted to match the color of the residence at the location of mounting.

- (f) Permitted Antennas mounted inside an enclosed screened area, such as a pool cage or lanai need not be screened. Any Permitted Antenna not mounted to the residence, or mounted inside an enclosed screen area, must be screened from view from contiguous Lots or Common Areas to maximum extent possible without interfering with the receiving of an acceptable quality signal.
- (g) Any Owner proposing to install a Permitted Antenna shall obtain ARC approval to the extent permitted by law of such proposed installation from the WPOA, identifying the proposed location of the installation, the height of the mast, if any, the color of the portion of the residence where the Permitted Antenna is to be located along with the color the Permitted Antenna is to be painted, if applicable, and the type of landscaping or other screening material to be used, if applicable.

VII

planting design criteria

The planting design objective for Walkabout is to create a setting for residential parcels immersed into an open space/lake/golf setting of native trees and grasses. The parcel entrances and individual homes are to each provide a creation of space enhanced by a balance of trees for shade, palms for shade and focal points, shrubs and groundcovers to define space and views, and vines and annuals/perennials for color accents. The use of native vegetation is strongly encouraged.

These guidelines establish planting budgets, which shall not be used as a measure of design quality. It is expected that, in a community such as Walkabout, the planting design would exceed expectations established by budget guidelines. The ARC is empowered to direct that revisions be made to any planting plans and any planting installations, which fail to achieve the planting design objectives of Walkabout.

All planting, including renovation or additions after the C.O. is issued, shall obtain the ARC approval.

ARC review and approval in no way warrants compliance with LDR requirements.

A. The ARC Review Criteria

The general criteria under which the ARC shall review planting plans is as follows:

1. Compliance with planting requirements of BC LDR Sec.62-4334.