

**NOTICE OF SPECIAL MEETING
OF
THE BOARD OF DIRECTORS
OF
TREE TOPS NEIGHBORHOOD ASSOCIATION, INC.**

To all Members of the Association:

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Directors of Tree Tops Neighborhood Association, Inc., will be held at 4:00 p.m., on Tuesday, May 31st, 2005, at the Offices of Gatlin & Birch, P.A., 2nd Floor Conference Room, 620 Twiggs Street, Tampa, FL 33602.

The purpose of the meeting is to: (a) consider and adopt a budget for the 2005-2006 fiscal year; (b) consider and set the general assessment for the 2005-2006 fiscal year; (c) consider and set the date of the annual meeting of the board of directors and members of the association; (d) consider and authorize a new landscape maintenance contract; (e) consider electing a new Vice President to replace the prior Vice President who resigned; and (f) transact such other and further business as may lawfully come before said meeting.

This meeting has been called by the President of the Corporation.

Dated this 13 day of May, 2005.


ANNA K. LAUGHRIDGE, PRESIDENT/SECRETARY

TREETOPS HOMEOWNERS ASSOCIATION
 ADOPTED BUDGET FISCAL YEAR 7-1-05 to 6-30-
 06 BASED ON ESTIMATED AVERAGE HOMES

INCOME	MONTHLY	ANNUALLY
OPERATING COST INCOME	10,565.25	126,783.00
INTEREST INCOME	51.67	620.00
RESERVE ACCOUNT	-	
TOTAL INCOME	10,616.92	127,403.00

OPERATING COST PAYABLE BY ALL HOMES	MONTHLY	ANNUALLY
ARCHITECTURAL REVIEW FEES	133.33	1,600.00
ANNUAL CPA COMPILATION REPORT/TAX PREPARATION	250.00	3,000.00
BANK SERVICE FEES	5.00	60.00
CORPORATE ANNUAL REPORT (6)	12.50	150.00
MANAGEMENT/BOOKKEEPING (5)	800.00	9,600.00
ELECTRIC (METERED) (7)	433.33	5,200.00
ENTRANCE SIGN/WALL MAINTENANCE & REPAIR (8)	183.33	2,200.00
ENTRY GATE MAINTENANCE & REPAIR (9)	166.67	2,000.00
GROUNDS MAINTENANCE CONTRACT (10)	2,500.00	30,000.00
GROUNDS MISCELLANEOUS (11)	725.00	8,700.00
INSURANCE/ DIRECTORS & OFFICERS	100.00	1,200.00
INSURANCE/FIDELITY BOND	41.67	500.00
INSURANCE/LIABILITY & PROPERTY (12)	208.33	2,500.00
IRRIGATION REPAIRS & SUPPLIES & RESERVES (13)	600.00	7,200.00
LEGAL (14)	216.67	2,600.00
OFFICE EXPENSES, POSTAGE & PRINTING (15)	91.67	1,100.00
PLAYGROUND, GAZEBO, & CANOE LUNCH MAINTENANCE	350.00	4,200.00
PHONE (GATE) (16)	68.75	825.00
POND MAINTENANCE (17)	704.00	8,448.00
REAL ESTATE TAX (18)	208.33	2,500.00
IRRIGATION REPAIRS (20)	433.33	5,200.00
STREET LIGHTING (19)	1,583.33	19,000.00
TOTAL EXPENSES	9,815.25	117,783.00
LESS SURPLUS ABSORPTION FROM PREVIOUS YEAR	(333.33)	(4,000.00)
TOTAL COST PAYABLE BY EACH HOME	99.81	1,197.72

DESCRIPTION OF RESERVES FOR ALL HOMES

TOTAL RESERVE PAYABLE BY ALL HOMES IN THE COMMUNITY	MONTHLY	ANNUALLY
PLAYGROUND EQUIPMENT RESERVE	166.67	2,000.00
GAZEBO & CANOE LANCH RESERVE	166.67	2,000.00
GATE RESERVE (21)	166.67	2,000.00
ROAD RESERVE (22)	250.00	3,000.00
TOTAL RESERVE PAYABLE BY ALL HOMES	750.00	9,000.00
TOTAL RESERVE PAYABLE BY EACH HOME	7.89	94.74

RESERVES	RESERVES COLLECTED (AS OF 6/31/05)	RESERVES TO BE FUNDED IN FYE 6-30-06	TOTAL ESTIMATED RESERVES FOR FYE 6-30-06
PLAYGROUND EQUIPMENT RESERVE		2,000.00	2,000.00
GAZEBO & CANOE LANCH RESERVE		2,000.00	2,000.00
GATE RESERVE	6,000.00	2,000.00	8,000.00
ROAD RESERVE	4,500.00	3,000.00	7,500.00
TOTAL RESERVES	10,500.00	9,000.00	19,500.00

IRRIGATION WELL USAGE	MONTHLY	ANNUALLY
IRRIGATION WELL USAGE (20)	2,190.00	26,280.00
IRRIGATION WELL USAGE-BY HOME	23.05	276.63

BREAKDOWN OF ASSESSMENTS

TOTAL ASSESSMENTS PAYABLE BY EACH HOME	MONTHLY	ANNUALLY
OPERATING EXPENSES	99.81	1,197.72
RESERVE	7.89	94.74
IRRIGATION WELL USAGE	23.05	276.63
TOTAL GENERAL ASSESSMENT PER UNIT (24)	130.76	1,569.08

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BASED ON ESTIMATED AVERAGE HOMES

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TREETOPS NEIGHBORHOOD ASSOCIATION, INC.

ADOPTED BUDGET FISCAL YEAR 7/1/05 TO 6/30/06

NOTES

1. All initially capitalized terms not defined herein shall have the meaning assigned to such term in the Declaration of Covenants, Restrictions and Easements for Treetops Neighborhood Association, Inc. Each owner should consult the declaration and its exhibits for a more complete description of assessments.
2. This fiscal year operating budget is based on estimates and is not a guarantee of the actual amount of operating costs; therefore it is possible that actual Assessments may be less than or greater than projected.
3. This estimated Operating Budget is based on 95 homes. On or before May 30th of each year the Association shall determine each Owner's pro rata share: provided, however, in no event shall an Owner's pro rata share be greater than 1/95 unless Treetops contains less than 95 homes when completed. The operating cost income consists of assessments collected from homeowners, assessments collected from Developer owned lots, and Developer contributions and/or deficit funding.
4. It is anticipated that Reserve income will be less than the amount shown in this budget, as there are currently less than 95 homes in Treetops. Developer is not required to deficit fund reserve amounts. Any shortage in the reserve account will be recalculated at the end of each year.
5. This line item is for management (to include deed restriction/architectural enforcement, supervision of contractors /maintenance, processing invoices and budget preparation); accounting services (to include preparation of annual financial statements, processing bi-monthly check runs); attendance at Board, annual and special meetings of the association; and other services as required. A management services contract is currently in place for these services.
6. The Corporate Annual Report is required by law and is an annual expense.
7. This line item is for metered electric used to run entrance landscape lighting and irrigation within Treetops. This line item is only for metered electric and does NOT include electric for the streetlights. This line item is subject to change based on usage and further possible development within the community.
8. This line is for the standard maintenance for the entrance sign and brick wall surrounding Treetops.
9. This line is for the contracted maintenance and repair of the front entry gate. The maintenance contract is based on semi-annual inspections. This budget

item also includes amounts for possible repairs to the modem equipment programs, gate entry equipment, and service charges for repair.

10. This line item includes mowing, edging, blowing, weeding, fertilization (four times per year on sod/three times per year on plant material), pruning, monthly irrigation checks, and policing of grounds. Pricing is subject to change based on possible changes or additions to landscape, pricing increases, and/or irrigation changes.
11. This line item includes any additional property maintenance and non-contracted landscape work within Treetops. These items include but are not limited to tree removal, tree trimming (two times per year), sod replacement, annual replacement (four times per year), mulching (replenishment), lighting repairs and sign replacement.
12. The insurance is an estimated amount. Property and liability coverage may be provided under the Developer's corporate insurance policies or the Association may purchase its own property and liability insurance at any time. Until such time as the Association has purchased its own property and liability insurance, Developer may self insure the Association up to the amount of any deductibles under Developer's corporate property and liability no later than the turnover.
13. This line item is for the cost of repairing irrigation lines, sprinkler heads and valve covers. This is based on triple net lease of the well the well owner.
14. This line item includes legal expenses incurred by the Association for deed restriction enforcement, title searches, liens, and foreclosures. This number is subject to vary based on the specific legal issues that may occur during the course of the year.
15. This item included day-to-day postage, copies, long distance telephone and fax charges, printing of coupons, and any office supplies needed for the management of the Association. This item also includes the cost of mailing newsletters and meeting notices. This line item may vary based on the amount of mailings or newsletters forwarded to the membership.
16. This line item is for the cost of the gate entry phone.
17. This line item is subject to change based on whether additional water purification is needed after aquatic landscaping is fully in place.
18. This line item covers the estimated ad valorem real estate taxes on the common areas.
19. This line item is to track any street lighting costs related to the pole expenses and/or pole lighting electric within Treetops. Treetops Development will not be eligible to become a lighting district. Accordingly, this will be an ongoing expenditure. The per month price to TECO includes all electricity, sales tax and franchise fees

20. Irrigation well usage- The HOA has entered into a well lease agreement whereby each pays a monthly fee of \$23/month. For purposes of this budget it is estimated that an average of 95 homes will be using the irrigation system. The well usage lease also considers irrigation of the common areas at \$331 / month.
21. This line item is the Reserve for the entry gate replacement.
22. This line item is the Reserve for the private roads inside Treetops.
23. The Developer may elect to deficit fund the revenue shortfall.
24. This line item shows the annual and monthly assessment payable for each home in Treetops.