

Exhibit "B" to Declaration  
AMENDED AND RESTATED  
BYLAWS  
FOR

AMELIA PARK NEIGHBORHOOD ASSOCIATION, INC.,

A FLORIDA NOT-FOR-PROFIT CORPORATION

THIS AMENDED AND RESTATED BYLAWS OF AMELIA PARK NEIGHBORHOOD ASSOCIATION, INC. is made this 18<sup>th</sup> day of January, 2018, by AMELIA PARK NEIGHBORHOOD ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association"), by a majority vote of the Board, as follows:

RECITALS:

WHEREAS, the initial Bylaws for Amelia Park Neighborhood Association, Inc. (the "Bylaws") are referenced in Section 1.9 and attached as Exhibit "B" of the Declaration of Charter, Easements, Covenants and Restrictions for Amelia Park dated July 21, 1998 as recorded in Official Records Book 842, Page 66, et. seq., of the public records of Nassau County, Florida (the "Original Declaration") as amended by that certain Amended and Restated Declaration of Charter, Easements, Covenants and Restrictions recorded in Official Records Book 1977, Page 499, et. seq., of the public records of Nassau County, Florida (collectively, the "Declaration") and recorded as Exhibit B of the Original Declaration in Official Records Book 842, Page 102, et. seq., of the public records of Nassau County, Florida, as amended;

WHEREAS, a majority of the Directors of Amelia Park Neighborhood Association, Inc. are desirous of amending and restating the Bylaws in accordance with the procedures set forth in Article VI of the Bylaws.

NOW, THEREFORE, in accordance with the procedures set forth in Article VI of the Bylaws, the Association hereby declares that the initial Bylaws are amended and fully restated as hereinafter set forth.

ARTICLE I  
MEMBERS

1.1 Membership. The members of the Association, a corporation not for profit organized under Florida law, shall consist of owners of lots ("Lots") in Amelia Park (the "Property") located in Nassau County, Florida, as described in the Declaration of Charter, Easements, Covenants and Restrictions, as amended by that certain Amended and Restated Declaration of Charter, Easements, Covenants and Restrictions recorded or to be recorded in the public records of Nassau County, Florida (the "Declaration"). The membership of each Owner shall terminate when he ceases to be an Owner of a Lot. Upon the sale, transfer or other disposition of his ownership interest in a Lot, membership in the Association shall automatically be transferred to the new Lot Owner. The Association may issue certificates evidencing membership.

1.2 Shares; Votes. Each member shall have an interest in the funds and assets of the Association and shall be assigned a vote as set out in the Declaration. If a Lot or Residential Unit is owned by more than one person or is owned by a legal entity, the person designated to

cast the vote for such persons or legal entity for said Lot or Residential Unit as the voting member shall be designated by the Owner or Owners. The designation shall be a statement filed with the Secretary or his/her designee, at least five (5) days prior to any meeting and signed by a majority of Owners or the proper officer of the entity for the Lot or Residential Unit. If a designation of the voting member is not filed with the Secretary or his/her designee at least five (5) days prior to any meeting, no vote shall be cast at such meeting by or for said Lot or Residential Unit. Notwithstanding anything herein to the contrary, Lots or Residential Units owned jointly with right of survivorship by spouses are not required to file a designation and either spouse may be the voting member and may sign a proxy and such signature shall bind each spouse.

## ARTICLE II MEETINGS OF MEMBERSHIP

2.1 Rules. The meetings of the membership shall be held in accordance with the provisions of the Declaration and, subject to the Declaration, in accordance with these By-Laws. Except where in conflict with the Declaration, Roberts Rules of Order (as amended) shall govern the conduct of all membership meetings.

2.2 Annual Meeting. The annual meeting of the Association membership shall be held at the offices of the Association or at such other place in the state of Florida as shall be designated by the Board or the President of the Association. The annual meeting shall be at a place and time determined by the Board, which shall ordinarily be at least 11 months but no later than 13 months since the previous annual meeting.

2.3 Special Meetings. Unless specifically provided otherwise herein or in the Declaration, meetings of the membership shall be held when directed by the President or the Board or when requested in writing by members holding a majority of the votes having the right to vote at such meeting. The call for the meeting shall be issued by the secretary.

2.4 Notice. Notice of all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association or their designee to each member unless waived in writing. Such notices shall be electronically mailed to those members who have written, unrevoked consents on file, mailed or personally delivered to each member not less than fourteen (14) nor more than thirty (30) days prior to the meeting, except in an emergency, in which case the Board shall give such notice as is reasonable under the circumstances.

In addition, except in an emergency, when such notice requirement shall be waived, written notice shall be posted at a conspicuous place on the Property not less than forty-eight (48) hours prior to any special meeting and not less than fourteen (14) days prior to the annual meeting.

Evidence of compliance of such notice shall be made by an affidavit executed by the person providing the notice and filed among the records of the Association.

2.5 Waiver. Any Owner may waive notice of a meeting or consent to the holding of a meeting without notice or consent to action taken without a meeting, by execution of a waiver or consent in writing. Such waiver or consent may be executed prior to, at, or subsequent to the meeting or Association action to which the waiver or consent relates.

2.6 Quorum. Voting at an Association meeting requires presence of Members (in person, by proxy or, to the extent allowed by Florida law, by telephone conference) representing thirty (30) percent of the total voting interests of the Association. In the event a quorum is not established, the members who are present at the meeting in person or by general proxy, or, to the extent allowed by Florida law, by telephone conference, may adjourn the meeting from time to time until a quorum is established.

2.7 Proxies. Proxies shall be in writing and are revocable at any time at the pleasure of the member executing it. A proxy shall be valid only for the particular meeting designated and any lawfully adjourned meetings thereof (but in no event shall a proxy be valid for more than 90 days after the date of the first meeting for which it was given). All proxies must be filed with the Secretary before the appointed time of the meeting.

2.8 Action without Meeting. If permitted by the Board, the membership may approve any matter (specifically including the election of Directors) by written ballot. Ballots shall be mailed or hand delivered to all Members or the Board may allow ballots to be delivered electronically and the voting to occur electronically pursuant to Section 720.317, Florida Statutes, as may be amended. If electronic voting is used, the Board shall adopt the appropriate resolution required under Section 720.317(4), Florida Statutes, as may be amended.

### ARTICLE III BOARD OF DIRECTORS

3.1 Initial Composition. The Board shall initially consist of at least three persons who shall be originally appointed by the Developer.

3.2 Election By Owners, Developer. Owners other than the Developer shall be entitled to elect one Board member when Owners other than the Developer own one hundred (100) Lots, and may elect a majority of the Board of the Association as provided in the Declaration.

3.3 First Election. Within sixty (60) days after the Owners other than the Developer become entitled to elect a member of the Board, the Association shall call a meeting of the Owners to elect a member or members of the Board. Notice shall be given not less than thirty (30) days nor more than forty (40) days before the meeting. The meeting may be called and notice given by any Owner if the Association fails to do so. At the meeting, such Owners shall elect the director or directors which they are then entitled to elect, who shall replace those named by the Developer and who shall serve until the next regularly scheduled annual meeting of the Association, when their successors shall be elected as provided in the Bylaws.

3.4 Number of Directors. The Board shall consist of at least three directors and no more than seven directors. The number of directors shall be determined from time to time by the Board.

3.5 Term. Directors are elected by the Members at the annual member meeting or if a Director resigns prior the end of their term, the Director is appointed by the Board to fill the unexpired term. Directors shall hold office until the expiration of his or her term or until his or her successor is appointed or elected whichever occurs first. In order to provide for staggered

terms, the expired terms for the Directors serving as of the date of this amendment (August 21, 2017) shall be filled as follows:

- A. The current terms expiring in 2018 (2 Seats) shall be filled for 1 year terms;
- B. All terms expiring in 2019 (All 7 Seats) shall be filled as follows:
  - (i) 3 Directors shall be elected to serve an initial 1-year term (Seat A);
  - (ii) 2 Directors shall be elected to serve an initial 2-year term (Seat B); and
  - (iii) 2 Directors shall be elected to serve an initial 3-year term (Seat C).

Thereafter, each Director (All Seats A, B, and C) shall be elected for a term of two years. Directors may be elected for successive terms. Officers of the Board are selected by the Directors at the Board's organizational meeting pursuant to Article IV of these Bylaws.

3.6 Qualifications. Directors are required to be Members.

3.7 Voting Procedure. Each Member shall have one vote for each seat to be filled. No cumulative voting shall be permitted. Voting may be held electronically as outlined in Section 2.8 of these Bylaws and quorum for elections shall be as outlined in Section 2.6 of these Bylaws. The Board shall determine the nomination and election procedure to be utilized to elect Directors, which may include allowing nominations prior to the meeting and voting by proxy. Voting by secret ballot shall not be required. If there is an equal number or less of nominations as the number of seats to be filled, then no election is required.

3.8 Removal. Except for directors selected by the Developer, any director may be removed from office, with or without cause, by at least a majority vote of all Members, at any duly called meeting of Members. A special Association meeting to remove a director or directors from office may be called by Members representing 10% of the membership giving notice of the meeting unless a lower percentage is permitted by law. The notice shall state the purpose of the meeting and shall be given to all Members in writing at least one week prior to the Association meeting.

3.9 Vacancy. Any vacancy occurring in the Board may be filled by a majority vote of the remaining Board members or if there is only one remaining Board member on the Board, by that sole Board member, except that a vacancy resulting from removal of a director by the members shall be filled by a vote of the membership. Members shall also vote to fill a vacancy if there are no remaining Board members. The newly appointed or elected Board member shall serve for the unexpired term of his or her predecessor.

3.10 Meetings. An annual meeting of the Board shall be held immediately following the annual meeting of the membership and at the same place. Special meetings of the Board shall be held upon call by the President or a majority of the Board on not less than forty-eight (48) hours' notice in writing to each director, unless the Board determines an emergency to exist, in which event the Board shall give such notice to each director as is reasonable under the circumstances. The presence of a Director at a meeting shall be deemed waiver of any required notice. All meetings of the Board at which official action may take place shall be open to all members except those meetings held to discuss proposed or pending litigation or for discussing personnel matters or any other exemption provided under Florida law. Except in an emergency as provided above, notices of all such meetings shall be posted in a conspicuous place on the Property at least

48 hours prior to the meeting or as required by Chapter 720, Florida Statutes, as may be amended. However, members shall not be entitled to vote at the meeting. The Board may adopt reasonable rules and regulations regarding the right of members to speak and governing the frequency, duration, and other matters of members' statements, including a sign-up sheet. Members have the right to speak on designated items.

3.11 Waiver. Any director may waive notice of a meeting or consent to the holding of a meeting without notice or consent to any action of the Board without a meeting. Such waiver or consent may be executed prior to, at, or subsequent to the meeting or Board action to which the waiver or consent relates.

3.12 Quorum. Voting at a Board meeting requires presence of at least one-half of the directors, in person or telephone conference or, if permitted by law, by proxy or by any other permissible means. Any action required to be taken by vote of the Board may be taken in the absence of a meeting (or in the absence of a quorum at a meeting) by obtaining the written approval of a majority of the Board.

3.13 Compensation. Directors shall receive no compensation for their services unless expressly provided for in resolutions duly adopted by the Owners but may be reimbursed for expenses.

3.14 Powers and Duties. The Board shall have the following powers and duties:

- (a) To elect the officers of the Association as hereinafter provided;
- (b) To administer the affairs of the Association and the Property and formulate policies for such purposes;
- (c) To adopt administrative rules and regulations governing the administration, management, operation and use of the Property and to amend such rules and regulations from time to time;
- (d) To provide for the maintenance, repair and replacement of those parts of the Property stated in the Declaration to be maintained by the Association;
- (e) To provide for the designation, hiring and removal of employees and other personnel or service companies, including a property manager, to engage or contract for the services of others, to make purchases for the maintenance, repair, replacement, administration, management and operation of the Property and to delegate any such powers to the employees or agents of the Association;
- (f) To estimate the amount of the annual budget, to provide the manner of assessing and collecting from the Owners their respective shares of such estimated expenses as hereinafter provided and to assess any supplemental assessment as the Board shall deem necessary;
- (g) Unless otherwise provided herein or in the Declaration, to comply with the instructions of a majority of the Owners as expressed in a resolution duly adopted at any annual or special meeting of the Owners; and

(h) To exercise all other powers and duties of the Board provided for in the Declaration and the Articles.

(i) To designate committees to act on its behalf and to appoint members to said committee.

3.15 Executive Committee. The Board may establish and authorize on its behalf an executive committee. The executive committee shall consist of three (3) officers of the Board in the event the Board consists of seven (7) Directors or two (2) officers of the Board in the event the Board consists of five (5) Directors. A two-person executive committee shall consist of the President and Treasurer. A three-person committee shall consist of the President, Treasurer and Secretary with the Vice President serving in the absence of any of the other committee members.

The executive committee shall be responsible to and report to the Board with the duties to include:

(a) Oversight and measurement of vendors and contract suppliers.

(b) Budgetary oversight and review.

(c) Preparation of documents for Board consideration.

(d) Other duties as assigned or requested by the Board.

The executive committee shall properly notice and hold open meetings as required by Florida Statutes.

#### ARTICLE IV OFFICERS

4.1 Election. Subject to the provisions of the Declaration and Articles, at each annual meeting of the Board, the Board shall elect the following officers of the Association:

(a) A President, who shall be a director, shall preside over the meetings of the Board and of the Association and shall be the chief executive officer of the Association. In the recess of the Board, the President shall have general control and management of the business and affairs of the Association;

(b) One or more Vice Presidents, who shall also be directors and who shall, in the absence or disability of the President, perform the duties and exercise the powers of the President;

(c) A Secretary, who shall keep the minutes of all meetings of the Board and of the membership and who shall perform all the duties generally incident to the office of Secretary;

(d) A Treasurer, who shall cause to be kept the financial records and books of account of the Association; and

(e) Such additional officers as the Board shall see fit to elect. An individual may hold more than one position.

4.2 Powers. The officers shall have the general powers usually vested in such officers of a not-for-profit corporation, provided that the Board may delegate any specific powers to any other officer or impose such limitations or restrictions upon the powers of any officer as the Board may deem necessary.

4.3 Term. Each officer shall hold office for the term of one year and until his successor shall have been elected and qualified.

4.4 Vacancy. Vacancies in any office shall be filled by the Board at special meetings thereof. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board.

4.5 Compensation. Officers shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by the Owners, but may be reimbursed for expenses.

#### ARTICLE V RECORDS

5.1 Accounting. The Board shall maintain accounting records according to generally accepted accounting practices, which records shall be open to inspection by Owners at reasonable times and upon reasonable notice. These accounting records shall include a record of receipts and expenditures and a separate account for each Owner showing the assessments charged to and paid by such Owner. Within ninety (90) days after the end of each year covered by an annual budget, the Board shall cause to be furnished to each Owner a statement that a copy of the budget for such year showing the receipts and expenditures is available upon request of a member at no charge to the member. Upon reasonable notice to the Board, any owner shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from him.

5.2 Meetings. The Board shall keep a record of all meetings, both of the Board and of the Association. For each action taken, the record shall state the vote and a description of the action approved, and, where applicable, the reasons why the action was considered necessary and a summary of the information on which the decision was based. The record shall be available for inspection by any Member.

#### ARTICLE VI AMENDMENT

The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Nassau County.

#### ARTICLE VII SUPREMACY

In the event of a conflict among the Bylaws, Articles or Declaration, the Declaration shall control, followed by the Articles and then Bylaws.

I, the undersigned President of Amelia Park Neighborhood Association, Inc. do hereby certify that the foregoing was duly and regularly adopted by not less than a majority of the Board pursuant to the provisions of Article VI of the Bylaws of Amelia Park Neighborhood Association, Inc. at properly noticed Board meetings held on the 21<sup>st</sup> day of August, 2017 and the 18<sup>th</sup> day of October, 2017.

Signed, sealed and delivered  
in the presence of:

AMELIA PARK NEIGHBORHOOD  
ASSOCIATION, INC.

Teresa L. Prince  
Witness Signature

Karl Ashley  
Karl Ashley  
Interim President

Teresa L. Prince  
Witness Printed Name

Attested to by:

Jaime Herrmann  
Witness Signature

John Stumpff  
John Stumpff, Secretary

Jaime Herrmann  
Witness Printed Name

STATE OF FLORIDA)  
COUNTY OF Nassau )

The foregoing instrument was acknowledged before me this the 18<sup>th</sup> day of January, 2018, by Karl Ashley, Interim President of Amelia Park Neighborhood Association, Inc., who X is personally known to me or who      has produced his driver's license or      as identification and who did take an oath.

[SEAL]



Jaime Herrmann  
Notary Public  
State of Florida  
My commission expires: 9/21/19