

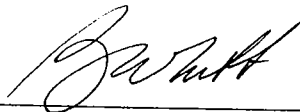
FIRST AMENDMENT TO THE  
BY-LAWS OF  
SETTLER'S LANDING HOMEOWNERS ASSOCIATION, INC.

Having obtained a majority of the votes of the membership and pursuant to Paragraph 9 of the By-Laws for Settler's Landing Homeowners Association, Inc., the following amendment has been adopted by the Board of Directors:

"Section IIB. Quorum. A quorum at meetings of Members shall consists of persons entitled to cast ~~plus than~~ one-quarter of the votes of each Class of Members whether in person or by proxy. Decisions shall be made by the owners of a majority of the votes represented at a meeting at which a quorum is present. The joinder of a Member in the action of a meeting signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum."

SETTLER'S LANDING HOMEOWNERS  
ASSOCIATION, INC.

BY: \_\_\_\_\_

  
Barbara Whitt  
President

BYLAWS

OF

SETTLER'S LANDING HOMEOWNERS ASSOCIATION, INC.

a Florida Corporation Not for Profit

I. IDENTITY.

A. Applicability. These are the Bylaws of SETTLER'S LANDING HOMEOWNERS ASSOCIATION, INC. (the "Association"), a Florida corporation not for profit organized pursuant to the provisions of Chapters 617 and 607, Florida Statutes, 1985, as amended to the date of filing of the Articles of Incorporation. The purpose and object of the Association shall be to administer the operation and management of the property contained within the plats of Settler's Landing Unit One and Settler's Landing Unit Two according to plats thereof recorded in Plat Book 41, pages 65-65D and Plat Book 43, page 2 et. seq, respectively, of the current public records of Duval County, Florida ("County").

B. Office. The office of the Association shall be at 3033 Hartley Road, Suite 3, Jacksonville, Florida 32223, or at such other place as may be established by resolution of the Board of Directors.

C. Fiscal Year. The fiscal year of the Association shall be the calendar year.

D. Seal. The seal of the Association shall bear the name of Settler's Landing Homeowners Association, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation. An impression of the seal is as follows:

E. Definitions. All terms used herein shall have the same meaning and definitions as are set forth in the Settler's Landing Declaration of Covenants, Conditions and Restrictions.

II. MEMBERSHIP, VOTING, QUORUM, PROXIES.

A. Membership. The qualification of Members of the Association (the "Members"), the manner of their admission to Membership and termination of such Membership, and voting by Members, shall be as set forth in Article VI of the Articles, the provisions of which are incorporated herein by reference.

B. Quorum. A quorum at <sup>1/4 per First Amendment</sup> meetings of Members shall consist of persons entitled to cast one-half of the votes of each Class of Members whether in person or by proxy. Decisions shall be made by the owners of a majority of the votes represented at a meeting at which a quorum is present. The joinder of a Member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.

C. Voting. The vote of the Owner(s) of a Lot owned by more than one natural person, as tenants in common, joint tenants (except a husband and wife as tenants by the entirety), a partnership, or any other association of natural persons, or by a corporation, a trust, or any other entity shall be cast or otherwise exercised, at all meetings at which Members of the Association are entitled to vote or otherwise act, by one natural person designated by the owner(s) of such Lot in a Voting Certificate as the holder of the vote. The Voting Certificate shall be filed with the Association, and the person so designated shall be and remain the holder of the vote of the Lot until such designation has been revoked by written instrument executed by the owner(s) of the Lot

or by lawful conveyance of the Lot. The holder of the vote of the Lot shall be the only person entitled to cast or exercise, in person or by proxy, the vote of the Lot at any meeting of Members or in connection with any action concerning which Members of the Association shall be required or allowed to vote or otherwise act.

D. Approval. Evidence of the approval or disapproval of the holder of the vote upon any matter, whether or not the subject of an Association meeting, shall be given to the Association by the same person who would cast the vote if in an Association meeting.

E. Vote Required. Except as otherwise required under the provisions of the Articles, these Bylaws or the Declaration, or where the same otherwise may be required by law, at any meeting of the general Membership of the Association, if any, duly called and at which a quorum is present, the acts approved by the affirmative vote of the majority of the votes in person or by proxy and entitled to vote upon any question shall be binding upon the Members.

F. Proxies. At any meeting of the Members every holder of a vote having the right to vote shall be entitled to vote in person or by proxy, provided that, no person shall be designated to hold more than ten (10) proxies. Any proxy given shall contain the date, time and place of the meeting for which the proxy is given and if a limited proxy shall set forth those items for which the holder of the proxy may vote and the manner in which the vote is to be cast and shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. The proxy shall set forth the name of the person voting by proxy and the name of the person authorized to vote the proxy for him. All such proxies shall be filed with the Secretary prior to or during the roll call of such meeting. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the holder of the vote executing it, and it shall terminate automatically upon conveyance by a Member of his Lot.

G. Consent to Action. To the extent permitted by law, any action on any matter to be taken by the Association may be taken by written consent without meetings, setting forth the action so taken, approved by Members holding not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting.

### III. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP.

A. Annual Meeting. Unless amended by the Board of Directors, the annual meeting of the Members shall be held at the office of the Association or such other place in Florida and at such time as may be specified in the notice of the meeting, on the first Wednesday of November of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members; provided, however, that if that day is a legal holiday, the meeting shall be held on the same day at the same hour in the next succeeding week.

B. Special Meetings. Special meetings of the entire Membership of the Association shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request from Members entitled to cast twenty-five (25%) percent of the votes.

C. Notice of Meetings.

1. Generally. Written notice of all meetings of Members shall be given by the Secretary or, in the absence of the Secretary, another officer of the Association, to each Member unless waived in writing.

2. Annual. Notice of the Annual Meeting shall be given to each Member not less than fifteen (15) days prior to the date set for the meeting, and shall be mailed to each Member unless the right is waived in writing. Such notice shall be deemed properly given when deposited in the United States Mail addressed to the Member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Notice shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

3. Special. Notice of Special Meetings shall be given to each Member not less than seven (7) days prior to the date set for the meeting and shall be mailed by regular mail or delivered personally to the Member.

4. Waiver. Any Member may waive notice of any meeting.

5. Adjourned Meetings. If any meeting of Members cannot be held because a quorum is not present, or because a greater percentage of the Membership required to constitute a quorum for a particular purpose is not present, wherever the required by the applicable provisions of the Articles, the Bylaws or the Declaration, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present.

D. Presiding Officer and Minutes. At meetings of Members, the President, or in his absence, the Vice President, shall preside, or in the absence of both, the Members present shall select a chairman of the meeting. Minutes shall be kept in a businesslike manner and available for inspection by Directors, Members and their authorized representatives.

E. Order of Business. The order of business at annual meetings of Members, and, as far as practical, at other meetings of Members, shall be:

- (1) Calling of the roll and certifying of proxies ✓
- (2) Proof of notice of meeting ~~or waiver of notice~~
- (3) Reading or waiver of reading of minutes of previous meeting of Members
- (4) Reports of officers
- (5) Reports of committees
- (6) Appointment by chairman of inspectors of election
- (7) Election of Directors
- (8) Unfinished business
- (9) New business
- (10) Adjournment

#### IV. BOARD OF DIRECTORS

A. Members of Board. The first Board of Directors shall consist of not less than three (3) persons as designated in the Articles of Incorporation, so long as there is a Class B Membership, there shall be only three (3) directors, upon the termination of Class B Membership, there shall be five (5) directors. The number of Directors may be increased by a vote of the Members in the same manner as any other amendment to these Bylaws.

B. Election of Directors. Directors shall be elected in the following manner. Until the termination of the Class B Membership, the Developer shall appoint three (3) directors. Commencing with the first annual election of Directors after the Developer shall have lost or relinquished the right to appoint at least one Director, the Members shall elect all the Directors, by a plurality of the votes cast at the annual meeting of the general Membership. Persons shall be nominated by a Nominating Committee appointed by the Board or by a motion from the floor.

Vacancies on the Board may be filled, through the unexpired term thereof, by the remaining Directors except that, should any vacancy or the Board be created in a directorship previously filled by any person appointed by Developer, such vacancy should be filled by Developer appointing by written instrument delivered to any officer of the Association, the successor Director, who shall fill the vacated directorship for the unexpired term thereof.

(1) Until such time as the Members are entitled to elect all of the Directors, each Director shall serve for one year until the next annual meeting or such other time as his successor is elected. At the first annual meeting at which the Members are entitled to elect all of the Members of the Board of Directors, the two persons receiving the most votes shall be designated as three-year term directors, the two persons receiving the next highest number of votes shall be designated as two-year directors, and the other shall be for one year. The intent hereof is to stagger the terms of the directorships so that there shall be some Members of the Board with prior experience.

(2) In the election of Directors, there shall be appurtenant to each Lot one (1) vote for each Director to be elected. Provided, however, that no Member may cast more than one vote for any person nominated as a Director, it being the intent hereof that voting for Directors shall be non-cumulative. Voting shall be by secret ballot.

(3) Within sixty (60) days after Members other than the Developer are entitled to elect a Member or Members of the Board of Directors of the Association, the Association shall, in accordance with the provisions of these Bylaws, call in a manner as elsewhere provided in these Bylaws, and give not less than thirty (30) days nor more than sixty (60) days notice of a meeting of the Members for this purpose. Such meeting may be called and the notice given by any Member if the Association fails to do so within the time prescribed herein. Election of such Directors shall be conducted in the manner provided in these Bylaws.

(4) In the event that Developer selects any person or persons to serve on the Board, Developer shall have the absolute right at any time, in its sole discretion, to replace any such person or persons with another person or other persons to serve on the Board. Replacement of any person or persons designated by Developer to serve on any Board shall be made by written instrument delivered to any officer of the Association, which instrument shall specify the name or names of the person or persons designated as successor or successors to the persons so removed

from the Board. The removal of any Director and designation of his successor shall be effective immediately upon delivery of such written instrument by Developer to any officer of the Association.

C. Organizational Board Meeting. The organizational meeting of a newly elected or designated Board shall be held within fifteen (15) days of their election or designation, at such time and place as shall be fixed at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary; provided, that a quorum shall be present.

D. Regular Board Meeting. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegram, at least seven (7) days prior to the day named for such meeting, unless notice is waived.

E. Special Meeting. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of any two of the Directors. Not less than three (3) days' notice of a special meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting, unless notice is waived. Notice of any meeting where Assessments against Members are to be considered for any reason shall specifically contain a statement that Assessments will be considered and the nature of any such Assessments.

F. Board Minutes. Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by Members and Directors during normal business hours at the principal office of the Association.

G. Waiver of Notice. Any Director may waive notice of a meeting before, at or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

H. Quorum. A quorum at meetings of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided in the Articles, these Bylaws or the Declaration. If any meeting of the Board cannot be held because a quorum is not present, or because the greater percentage of the Directors required to constitute a quorum for particular purposes is not present, wherever the latter percentage of attendance may be required as set forth in the Articles, these Bylaws or the Declaration, the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

A Director who is present at a meeting of the Board at which action or any corporate matter is taken, shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

I. Notice to Members. Meetings of the Board of Directors shall be open to all Members. Notice of any meeting where Assessments against Members are to be considered shall be posted on the Property at least 48 hours before such meeting.

J. Action without a Meeting. The Board may take any action which they might take at a meeting of the Board without a meeting; provided, that a record of all such actions so taken and approval thereof, signed by each Director, shall be filed and retained in the minute book of the Association.

K. Removal and Recall. Directors may be removed from office in the manner provided by law for the removal of Directors of Florida corporations not for profit. Directors elected by the Members may be removed, with or without cause by a majority vote of the Members at a duly constituted meeting.

L. Presiding Officer. The presiding officer of meetings of the Board shall be the President of the Association. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

M. Powers and Duties. All of the powers and duties of the Association shall be exercised by the Board, including those existing under the laws of Florida, the Articles, these Bylaws and the Declaration. Such powers and duties shall be exercised in accordance with the Articles, these Bylaws and the Declaration, and shall include, without limitation, the right, power and authority to perform all powers set forth in Article V of the Articles as well as the following:

(1) Pay all taxes and Assessments which are liens against any part of the Property other than Lots and the appurtenances thereto, and assess the same against the Members and their respective Lots subject to such liens.

(2) Carry insurance for the protection of Members and the Association against casualty and liability in connection with the Common Area and Maintenance Areas owned by the Association.

(3) Pay all costs of power, water, sewer and other utility services rendered to the Property and not billed to the Members individually.

(4) Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.

(5) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested by one fourth (1/4) of the Class A Members who are entitled to vote.

#### V. OFFICERS.

A. Generally. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall deem advisable from time to time. The President shall be elected from the Membership of the Board, but no other officer need be a Director. The same person may hold the offices of Secretary and Treasurer, or Assistant Secretary or Treasurer, no other person may hold more than one office simultaneously. The Board may from time to time elect such other officers, and designate their powers and duties, as the Board may deem necessary to properly manage the affairs of the Association. Officers may be removed from office by the Board.

B. President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of a corporation not for profit, including but not limited to the power to appoint committees from among the Members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. He shall have such additional powers as the Board may designate.

C. Vice President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

D. Secretary. The Secretary shall keep the minutes of all proceedings of the Board and the Members. He shall attend to the affairs of the Association. He shall have such additional powers as the Board may designate. He shall attend to the giving and serving of all notices to the Members and the Board, and such other notices as may be required by law. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of a corporation not for profit and as may be required by the Board and the President. The Assistant Secretary shall perform the duties of Secretary when the Secretary is absent.

E. Treasurer. The Treasurer shall have custody of all of the property of the Association including funds, securities and evidences of indebtedness. He shall keep the Assessment roll and accounts of the Members; he shall keep the books of the Association, in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer.

F. Compensation. No compensation shall be paid to any officer of the Association except with the approval of the Members holding a majority of the votes. No officer who is appointed by the Developer shall receive any compensation for his services as an officer.

G. Term. The officers shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

H. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

I. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

## VI. FISCAL MANAGEMENT.

The provisions for fiscal management of the Association set forth in the Declaration and Articles shall be supplemented by the following provisions.

A. Assessment Roll. The Assessment roll shall be maintained in a set of accounting books in which there shall be an

account for each Member and his respective Lot. Such account shall designate the name and mailing address of the Member owning each Lot, the amount of each Assessment against the Member and due date thereof, all amounts paid, and the balance due upon each Assessment.

B. Annual Budget. The Board shall adopt, for, and in advance of, each fiscal year, a budget for the Property showing the estimated costs of performing all of the functions of the Association for the year. The budget shall show the total estimated expenses of the Association for that year and shall contain an itemized breakdown of the Expenses. Each budget shall also show the proportionate share of the total estimated expenses to be assessed against and collected from the Members and due date(s) and amounts of installments thereof. Copies of the proposed budgets and proposed Assessments shall be transmitted to each Member at least fourteen (14) days prior to the meeting of the Board of Directors at which the budgets will be considered, together with a notice of the time, place and agenda of the meeting, which shall be open to Members. If any budget is subsequently amended, a copy shall be furnished to each affected Member. Delivery of a copy of any budget or amended budget to a Member shall not affect the liability of any Member for any such Assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of the budget and Assessments levied pursuant thereto. Nothing herein contained shall be construed as a limitation upon the additional Special Assessment in the event that any budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

C. Notice of Adopted Budgets. Upon adoption of budgets, the Board shall cause a written copy thereof to be delivered to all Members. Assessments shall be made against Members pursuant to procedures established by the Board, and in accordance with the terms of the Declaration and Articles. Provided, however, that the lien or lien rights of the Association shall not be impaired by failure to comply with procedures established pursuant to these Bylaws.

D. Assessments. ~~Unless otherwise determined by the Board of Directors, assessments shall be payable annually.~~ If an annual Assessment is not made as required, an Assessment shall be presumed to have been made in the amount of the last prior Assessment, and installments on such Assessment shall be due upon each installment payment date until changed by an amended Assessment. In the event the annual Assessment proves to be insufficient, the budget and Assessments may be amended at any time by the Board of Directors.

E. Special Assessments. Special Assessments shall be levied and paid in the same manner as heretofore provided for regular Assessments. Special Assessments can be of two kinds: (i) those chargeable to all Members in the same proportions as regular Assessments to meet shortages or emergencies, to construct, reconstruct, repair or replace all or any part of the Common Area (including fixtures and personal property related thereto) and for such other purposes and in such amounts as shall have been approved by the Members; or (ii) those assessed against one Member alone to cover repairs or maintenance for which such Member is responsible and which he has failed to make, which failure impairs the value of or endangers the Common Area or the Property, or which are for expenses incident to the abatement of a nuisance within his Lot which may be assessed when approved by the Board.

F. The Depository. The depository of the Association shall be such bank or banks or savings and loan association or associations as shall be designated from time to time by the

