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Eric Corcoran, CAM
Management Specialists Services
5208 SW 91st Drive, Suite D
Gainesville, FL 32608

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CERTIFICATE OF AMENDMENT TO BYLAWS OF THE HAILE PLANTATION WEST ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Vice President of THE HAILE PLANTATION WEST ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida statutes and BYLAWS OF THE HAILE PLANTATION WES ASSOCIATION, INC., recorded in Official Records Book 1785, Page 2777, of the Public Records of Alachua County, Florida, as amended and supplemented (hereinafter "Bylaws"), hereby certify that the AMENDMENT TO BYLAWS OF THE HAILE PLANTATION WEST ASSOCIATION, INC. which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), was duly adopted at a meeting of the members on the 11th day of January, 2016 (hereinafter the "Meeting").

Said Amendment was approved at the Meeting in accordance with the requirements of Article 11, Section 11.3 of the Bylaws, as amended, by the affirmative vote of not less than two-thirds (2/3) of the Members who are voting in person or by proxy at a meeting of the Members at which a quorum has been attained.

The Association is a homeowners association created pursuant to the laws of the State of Florida, and the terms and conditions of the Bylaws are in full force and effect.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 25th day of January, 2016.

Signed, sealed and delivered
In the presence of:

(Sign – Witness 1)

JAMES A. EASTON
(Print – Witness 1

(Sign – Witness 2)

ERIC CORCORAN
(Print – Witness 2)

THE HAILE PLANTATION WEST ASSOCIATION, INC.

(Sign)

THOMAS J. ROHS
(Print)

President, The Haile Plantation West Association, Inc.

(Sign – Witness 1)

JAMES A. EASTON
(Print – Witness 1

(Sign – Witness 2)

ERIC CORCORAN
(Print – Witness 2)

Attest:

(Sign)

CLAUDIO P. SPIGUEL
(Print)

Vice President, The Haile Plantation West Association, Inc.

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing was acknowledged before me this 25th of January, 2016, by Thomas Rohs, as President, and Claudio Spiguel, as Vice President, of THE HAILE PLANTATION WEST ASSOCIATION, INC.' a Florida not for profit corporation, on behalf of the corporation, who are personally known to me or who have produced _____ as identification.

NOTARY PUBLIC

(Sign)

C. Holladay
(Print)

State of Florida, At Large
My Commission Expires: 10/29/18

CATHERINE M HOLLADAY
MY COMMISSION #FF172452
EXPIRES October 29, 2018
FloridaNotaryService.com
(407) 398-0153

BYLAWS OF
THE HAILE PLANTATION WEST ASSOCIATION, INC.
A NONPROFIT CORPORATION

1. **Definitions.** When used in these Bylaws, the terms defined in Article III of the Articles of Incorporation of The Haile Plantation West Association, Inc. ("the Articles") shall have the same meanings as in the Articles.

2. **Identity.** These are the Bylaws of The Haile Plantation West Association, Inc., a corporation not for profit organized pursuant to Chapter 617, Florida Statutes ("the Association").

2.1 **Office.** The office of the Association shall be located at such place as may be designated from time to time by the Board of Directors.

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

2.3 **Seal.** The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation, not for profit", and the year of incorporation.

3. **Members.**

3.1 **Qualification.** The Members of the Association shall consist of every Owner, and in the case of multiple owners, every group of record Owners, of parcels in the Properties. The foregoing is not intended to include persons or entities that hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Parcel. Multiple Owners shall be subject to the provisions of the Master Declaration relative to "Multiple Owners".

3.2 **Change of Membership.** Change of membership in the Association shall be established by recording in the Public Records of Alachua County, Florida, a deed or other instrument establishing record title to a Parcel under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and the membership of the prior Owner is terminated. The new Owner shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owner's address, and the Owner' local agent, if any, in the event the Owner is located outside the State of Florida. Any notice requirement set out in these Bylaws and in the Articles shall be deemed to be complied with if notice to an Owner is directed to the address of said Owner as then reflected in the Association's records.

3.3 **Voting Rights.** Voting rights of each Member of the Association shall be as set forth in the Master Declaration, any Supplemental Declarations, and the Articles, and the manner of exercising such voting rights shall be as set forth in these Bylaws.

3.4 **Designation of Voting Representative.** If a Parcel is owned by one person or entity, its rights to vote shall be established by the record title to the Parcel. If a Parcel is owned by more than one person or entity, the person entitled to cast the votes for the Parcel shall be designated by a certificate signed by all of the record Owners of the parcel and filed with the Secretary of the Association. If a Parcel is owned by a general or limited partnership, the person entitled to cast the votes for the parcel

shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If a Parcel is owned by a corporation, the person entitled to cast the votes for the Parcel shall be designated by a certificate of appointment signed by an authorized officer of the corporation and filed with the Secretary of the Association. If a Parcel is owned in trust, the person entitled to vote for the Parcel shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until suspended by a subsequent certificate or until a change of ownership of the Parcel concerned. A certificate designating the person entitled to cast the votes of a Parcel may be revoked in writing by any Owner thereof.

3.5 Approval or Disapproval of Matters. Whenever the decision of an Owner is required upon any matter, such decision shall be expressed by the same person who would cast the votes of such Owner in an Association meeting, unless the joinder of record Owners is specifically required by the Master Declaration, any Supplemental Declarations, the Articles, or these Bylaws.

3.6 Restraint Upon Assignment of Shares in Assets. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to that Owner's Parcel.

4. Meetings of Members.

4.1 Annual Meetings. The annual meeting of members of the Association shall be held in the month of January of each year at a time and place designated by the Board of Directors, for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members.

4.2 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the holders of not less than ten percent (10%) of all of the votes entitled to vote at the meeting.

4.3 Notice of All Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered to each Member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice may be delivered personally, electronically if so authorized by the Member and recorded by the Association, or by first class mail, by or at the direction of an officer of the Association or persons calling the meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears in the records of the Association, with postage thereon prepaid.

4.4 Quorum. A quorum at meetings of Members shall consist of ten percent (10%) of all votes in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater number of Members is required by the Master Declaration, any Supplemental Declarations, the Bylaws, or the Articles. After a

quorum has been established at a meeting of Members, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

4.5 Proxies. Every Member entitled to vote at a meeting of Members or to consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it. A proxy shall expire upon the transfer of title to the Parcel giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who execute the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members.

4.6 Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meting shall be given in compliance with these Bylaws to each Member entitled to vote at such meeting on the record date.

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

a. Calling of the roll and certifying of proxies

b. Proof of notice of meeting or waiver of notice

c. Reading and disposal of any unapproved minutes

d. Reports of officers

e. Reports of Committees

f. Certifying election of new directors

g. Appointment of Nominating Committee

h. Unfinished business

i. New business

j. Adjournment

4.8 Minutes of Meetings. The Association shall maintain minutes of each meeting of the Members and of the Board of Directors. The minutes shall be kept in a book or an electronic format

available for inspection by Members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

5. Board of Directors.

5.1 **Number.** The affairs of the Association shall be managed by a Board of not less than three (3) or more than nine (9) directors. Any change in the number of directors conducting the affairs of the Association may be made by the Board of Directors and shall require an eighty percent (80%) affirmative vote by all directors entitled to vote on such matters. In the event that the number of directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

5.2 Term of Office. The Members shall elect the directors for staggered terms of three (3) years each as provided in the Articles. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

5.3 Removal. A director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of the removal of a director, or his death or resignation, his successor shall be selected by the remaining directors and shall serve for the unexpired term of his predecessor.

5.4 Compensation. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

5.5 **Election.** Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast as many votes as they are entitled to exercise under the provisions of the Articles. The nominees receiving the largest number of votes shall be elected to fill the vacancies on the Board (i.e. when there are two vacancies, the nominees with the two highest numbers of votes shall be elected to fill those vacancies).

5.6 Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.

5.7 Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting. Such appointments shall be announced at each annual meeting.

5.8 Duties of the Nominating Committee. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Nominations shall be placed on a written ballot as provided in Section 5.9 and shall be made in advance of the time fixed in Section 5.9 for the mailing of such ballots to Members.

5.9 Ballots. All elections to the Board of Directors shall be made on written ballot which shall describe the vacancies to be filled and set forth the names of those nominated by the Committee. The ballot shall contain a space for a write-in vote by the Members. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth herein for a return of the ballot. The return date shall not be later than the day before the meeting which the vote is to be taken.

5.10 Number of Ballots. Each Member shall receive as many ballots as he has votes. Notwithstanding that a Member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. A ballot that contains votes for more nominees than the number of vacancies to be filled shall be disqualified. The completed ballots shall be returned as follows: each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot. Members shall be advised that the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, and such other information as the Board of Directors may determine. The ballots shall be returned to the Secretary at the address of the Association.

5.11 Election Committee: Counting of Ballots. Upon receipt of each return, the Secretary shall immediately place it in a secure place until the day set for the meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to the Elections Committee, which shall consist of three (3) or more Members appointed by the Board of Directors. The Election Committee shall then:

a. Establish that external envelopes were not previously opened or tampered with in any way.

b. Open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member of his proxy identified on the external envelope.

c. Confirm that the signature of the Member or his proxy on the outside envelope appears genuine.

d. If the vote is by proxy, determine that a proxy has been filed with the Secretary.

e. The opened external envelopes shall then be placed in a secure place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

Such procedure shall be taken in such a manner that the vote of any Member of his proxy shall not be disclosed to anyone, including members of the Election Committee.

6. Meetings of Directors.

6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice at such time and place as may be fixed from time to time by resolution of the Board. Notice of such regular meetings is hereby waived. Regular meetings of the Board of Directors shall be open to the Members.

6.2 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Association or by any two (2) directors. At least two (2) days notice of the special meeting shall be given to each director personally, which notice shall disclose the place, time and purpose of the meeting. Except in the case of emergency, notice of such meetings shall be posted conspicuously forty-eight (38) hours in advance of the meeting for the attention of the Members. All special meetings of the Board of Directors shall be open to the Members.

6.3 Action Taken without a Meeting. The transaction of any business at any meeting of the Board of Directors, however called and noticed, shall be valid as though made at a meeting duly called and noticed if a quorum is present and if, either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to the holdings of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Association's records and made a part of the minutes of the meeting.

6.4 Waiver of Defects in Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place or time of the meeting or the manner in which it has been called or convened, unless the director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened. Directors may participate in a meeting of the Board by means of conference telephone or similar communication during which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at the meeting.

6.5 Quorum. A quorum at directors' meetings shall consist of a majority of all votes of the entire Board of Directors. The acts approved by a majority of those represented at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of directors is required by the Master Declaration, the Articles or these Bylaws.

6.6 Adjourned Meetings. A majority of the directors present whether or not a quorum exists may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment.

6.7 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if the consent in writing setting forth the action so taken signed by all the directors or all members of the committee is filed in the minutes of the proceedings of the Board or the committee. Such consent shall have the same effect as a unanimous vote.

6.8 Presiding Officer. The presiding officer of directors' meetings shall be the President. In the absence of the President the Vice President shall preside. In the absence of both, the directors present shall designate one of their number to preside.

6.9 **Powers and Duties of Board of Directors.** All of the powers and duties of the Association existing under chapter 617, Florida Statutes, the Master Declaration, the Articles and these Bylaws shall be exercised by the Board of Directors, subject only to approval by the Members when such is specifically required.

7. **Officers.**

7.1 **Officers and Election.** The executive officers of the Association shall be a President, who shall be selected from the Board of Directors, a Vice President, who also shall be selected from the Board of Directors, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that President shall not also be the Secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to manage properly the affairs of the Association.

7.2 **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 an association, including but not limited to the power to appoint committees from among the Members as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall also serve as chairman of all Board and Members' meetings.

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

7.4 **Secretary.** The Secretary shall keep the minutes of all proceedings of the directors and the Members. He shall attend to the giving and serving of all notices to the Members and directors and other notices required by law. 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 an association and as may be required by the directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.

7.5 **Treasurer.** The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices, provide for the collection of assessments, and perform all other duties incident to the office of Treasurer. The duties of the Treasurer may be fulfilled by a manager employed by the Association.

8. **Books and Records.** The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Master Declaration, any Supplemental Declarations, the Articles and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

9. **Fiscal Management.** The provisions for fiscal management of the Association set forth in the Master Declaration shall be supplemented by the following provisions.

9.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications and any other classifications as shall be appropriate, when authorized and approved by the Board of Directors. The receipts shall be entered by their amounts and by account and receipt classifications. Expenses shall be entered by their amounts and by account and expense classifications.

a. Current Expense. The current expense account shall include all receipts and expenditure to be made within the year for which the expenses are budgeted and include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to fund reserves. This may include, but not be limited to:

(1) Professional, administrative and management fees and expenses

(2) Taxes on Common Property or Neighborhood Common Property

(3) Expenses for utility services and maintenance expense relating to the Areas of Common Responsibility, Common Property and Neighborhood Common Property

(4) Insurance costs

(5) Administrative and salary expenses

(6) Operating capital

(7) Other expenses

b. Reserve for Deferred Maintenance. If required by the Board of Directors, there shall be established a reserve account for deferred maintenance which shall include funds for major maintenance items which are obligations of the Association and which occur less frequently than annually.

c. Reserve for Replacement. If required by the Board of Directors, there shall be established a reserve account for replacement which shall include funds for repairs or replacements which the Association is obligated to make resulting from damage, depreciation or obsolescence.

9.2 Budget. The Board of Directors shall adopt an operating budget for the Properties in advance for each calendar year which shall include the estimated funds required to defray the current expenses and shall provide funds for the forgoing reserves. The operating budget shall provide separate expense and reserve figures for (1) Neighborhood Common Property, if any, so as to permit appropriate allocation of assessments therefor among all benefited Parcels, and (2) the Common Property and the Areas of Common Responsibility, so as to permit appropriate allocation of assessments therefor among all Parcels.

9.3 Depository. The depository of the Association will be such banks in Alachua County, Florida as shall be designated by the directors. The withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the directors; provided, however, that the

provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supersede the provisions hereof.

10. Parliamentary Rules. Robert's Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with these Bylaws.

11. Amendment. Amendments to these Bylaws shall be proposed and adopted in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided by these Bylaws for giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. These Bylaws may be amended, changed or added to at any time and from time to time upon the affirmative vote of not less than two-thirds (2/3) of the Members who are voting in person or by proxy at a meeting of the Members at which a quorum has been attained (i.e., once a quorum of those members attending an annual or special meeting of the Members has been obtained, not less than two-thirds (2/3) of those Members attending the meeting in person or by proxy may amend these Bylaws.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Bylaws be adopted, then the amendment shall thereby be adopted as though Subsections 11.1 through 11.3 had been satisfied.

11.6 Recording. A copy of each amendment shall be recorded in the Public Records of Alachua County, Florida as soon as possible after adoption.

11.7 Provisions. No amendment shall make any changes in the qualifications for membership or the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Master Declaration of Articles of Incorporation.

12. Pronouns. Whenever the context permits, the singular shall include the plural and one gender shall include all.

The foregoing amended Bylaws were adopted as the Bylaws of The Haile Plantation West Association, Inc., a nonprofit corporation established under the laws of the State of Florida, at the annual meeting of Members on January 11, 2016.

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