

EXHIBIT "C"
BYLAWS

BYLAWS OF
THE SANCTUARY ON SOUNDSIDE OWNERS ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

The Board of Directors of The Sanctuary on Soundside Owners Association, Inc., a Florida not-for-profit corporation (the "Association"), hereby adopts the following Bylaws of the Association in their entirety as follows:

ARTICLE I
Offices

Section One. Principal Offices. The principal office of this Association shall be located at 29000 Hwy 98, Ste A-305, Daphne, Alabama 36526.

ARTICLE II
Purpose

The purpose of the Association is to promote the common interests of the members of the Association, as identified herein, in the State of Florida. The Association is organized to be a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes, and may engage only in activities that may be carried on by a corporation exempt from federal income taxes under Section 528 of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the Association shall inure to the benefit of any individual member, director or officer, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III
Members

Section One. Members and Rights. The members of this Association, and their voting rights, shall be as defined in the Articles of Incorporation of the Association and the Declaration of Conditions, Covenants and Restrictions of The Sanctuary dated _____, 2020, as the same may hereafter be amended from time to time (the "Declaration"). Individuals or entities which merely hold a security interest in a Lot shall not be deemed members.

Section Two. Multiple and Other Owners. If a Lot is owned by multiple persons, then the multiple owners shall designate a single owner to vote on behalf of the Lot and such designation must be on file with the Secretary of the Association no later than ten (10) business days prior to the meeting. Corporate entities and partnerships which own a Lot or Lots must, through their governing bodies and no later than ten (10) business days prior to the meeting, furnish to the Secretary of the Association a resolution or voting certificate naming an individual to vote on behalf of the entity. Trusts owning Lots must furnish a sworn statement to the Secretary of the Association from the trustee naming an individual to vote on behalf of the trust no later than ten (10) business days prior to the meeting. Representatives of probated estate Lot owners must furnish a certified copy of the court appointment document to the Secretary of the Association no later than ten (10) business days prior to the meeting.

Section Three. Meetings. Meetings shall be held in Santa Rosa County, Florida, at such place or places as the Board of Directors may from time to time designate.

- (a) The annual meeting shall be held on the third Monday of each September.
- (b) The President, a majority of the Board of Directors, or no less than thirty percent (30%) of the members may call a special meeting. The notice must include a description of the purpose(s) for which the meeting has been called.

- (c) Notice of meetings shall be according to the provisions of Chapter 720, Florida Statutes, entitled "Homeowners' Associations," or any successor thereto.
- (d) Attendance by thirty percent (30%) of the total voting interests shall constitute a quorum for the transaction of business at any meeting of the members.
- (e) Action may be taken without a meeting if a sufficient number of the total voting interests consent, in writing, to the action proposed to be taken. The Association shall provide all members notice of the intent to take action without a meeting.
- (f) Members may vote by proxy. To be valid, a proxy must state the time, date, and location of the meeting for which it was given, and be signed and dated by the authorized person who executed the proxy. A proxy is valid only for the specific meeting for which it was given.
- (g) All meetings of the members shall be governed by *Robert's Rules of Order*, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation of this Association, or with applicable law.

Section Four. Prohibitions. No member shall initiate an action against the Association unless he or she has first provided written notice of such complaint to the Board of Directors, via certified mail, and allowed the Board of Directors sixty (60) days to resolve the issue.

ARTICLE IV
Directors

Section One. Number, Election, Classes and Term. There shall be no fewer than three (3), nor more than seven (7), directors of this Association. Directors may, but need not, be members of this Association, the directors shall be elected at the annual meeting of the members of the Association, and directors shall assume office upon election. Three Directors shall be elected at the first annual meeting. Two of the Directors elected at the first annual meeting shall serve terms of office to expire two (2) years thereafter. One director elected at the first annual meeting shall serve a term of office to expire one (1) year thereafter. Each director elected at an annual election held after the first annual meeting and election shall be elected to serve for a term of two (2) years. No director may serve for more than four (4) consecutive years. After a two (2) year absence from the Board, a former director may again run for office.

Section Two. Voting and Powers. Directors shall be entitled to vote on any and all matters to come before the Board. In the event that a Director will be absent from a meeting, the Director may transfer his or her proxy to another Director by letter to the President. Except as otherwise provided in the Articles of Incorporation, or these Bylaws, the powers of this Association shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The Board may delegate the performance of any duties or the exercise of any powers to such officers and agents, including a committee of less than all of the directors, as the Board may designate by resolution.

Section Three. Replacement of Directors. Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise (except for absences described in Section Two above), the vacancy shall be filled by election at a special meeting of the members. Nomination for the vacancy shall be made by the remaining Directors.

Section Four. Compensation. No member of the Board of Directors shall receive any compensation from the Association for services as a member of the Board of Directors. This prohibition shall not prevent members of the Board of Directors from being compensated by the Association for services rendered to the Association in another capacity.

Section Five. Meetings.

- (a) Meetings shall be held in Santa Rosa County, Florida, at such place or places as the Board of Directors may from time to time designate.
- (b) An organizational meeting of the Board of Directors shall be held within seven (7) business days of the meeting at which the Directors were elected. The time, date and location of the organizational meeting shall be announced at the annual meeting at which the Directors were elected.
- (c) Notice of regular meetings of the Board of Directors shall be mailed or sent by electronic means to each director at the address last recorded on the books of the Association, not less than fifteen (15) days prior to, nor more than sixty (60) days in advance of, the date thereof; provided, however, that this requirement may be waived by resolution of the Board of Directors.
- (d) The President may, as he or she deems necessary and appropriate, and the Vice President shall, if so requested by two members of the Board of Directors, call a special meeting of the Board. In such event, 48 hours' notice to each Director shall be deemed sufficient.
- (e) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the members of the Board of Directors are present at any

meeting, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

- (f) Except as may otherwise be provided by these Bylaws, or in the Articles of Incorporation of this Association, or by law, the act of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- (g) All meetings of the Board of Directors shall be governed by *Robert's Rules of Order*, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation of this Association, or with applicable law.
- (h) Members of the Board of Directors may participate in a meeting of such Board by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In addition, any action taken by a ballot of the members of the Board of Directors in which at least a majority of such directors indicate themselves in agreement shall constitute a valid action of the Board if reported at the next regular meeting of such Board.
- (i) No action of the Board shall be valid unless taken at a meeting at which a quorum of the Board of Directors is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting in accordance with Section Six below.

Section Six. Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided a majority of all members of the Board shall individually or collectively consent to such action, and such consent or consents is filed with the minutes of the proceedings of the Board. Action by consent shall have the same force and effect as action by a typical majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority consent of the Board of Directors without a meeting, and that the Bylaws authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Section Seven. Liability of Directors.

- (a) The directors of this Association shall not be personally liable for its debts, liabilities, or other obligations.
- (b) The Association hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or Officer made a party or threatened to be made a party to any contemplated, pending or completed action, suit or proceeding by or on behalf of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, Officer, employee or agent of the Association or any other corporation, partnership, joint venture, trust, or other enterprise in which he or she served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the

reasonable belief that such action was in, or not opposed to, the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Association.

- (c) Any indemnification under subparagraph (b) shall be made by the Association only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and that, with respect to any criminal action or proceeding, he or she had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of Directors who were not parties to such action, suit or proceeding.
- (d) The Association shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (b) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in subparagraph (b) above, and upon

receipt of an undertaking by such person to repay all amounts expended by the Association in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article.

If the Association elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person.

In the event that the Association elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Association, and representation by counsel retained by the Association is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

- (e) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Association to indemnify under any applicable law.

ARTICLE V

Officers

Section One. Designation of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

Section Two. Election and Term of Office. Officers of this Association shall be elected by the Board of Directors at the annual meeting. It will be the responsibility of the Board of Directors, including the newly elected Directors, to elect the Officers at the annual meeting. The

term of office for Officers of this Association shall be for a term of one year. Each Officer shall hold office until his or her successor shall have been duly elected and shall have been qualified. Officers may not serve in the same capacity for more than two (2) consecutive years. After a one (1) year absence from office, a former Officer may again run for office. Individuals are prohibited from holding more than one office at the same time.

Section Three. Compensation. No Officer shall receive any compensation from the Association for services as an Officer. This prohibition shall not prevent Officers from being compensated by the Association for services rendered to the Association in another capacity.

Section Four. Removal. Any Officer elected or appointed by the Board of Directors may be removed by a vote of a majority of the Board of Directors whenever in its judgment the interests of the Association would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section Five. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Six. President. The President shall supervise the business of the Association and shall preside at all meetings of the Board of Directors. The President shall execute all instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section Seven. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President, if one has been elected by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers

of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such additional duties as may from time to time be assigned by the President or the Board of Directors.

Section Eight. Secretary. The Secretary shall keep minutes of all meetings of the members and the Board of Directors in minute books and shall be responsible for all notices required by these Bylaws or Florida law. The Secretary shall be the custodian of all corporate and official records of this Association and shall keep a current roster of all members. The Secretary shall perform all duties incident to the office of secretary and shall perform such additional duties as may from time to time be assigned by the Board of Directors.

Section Nine. Treasurer. The Treasurer shall have custody of and shall be responsible for all funds of this Association and shall deposit all funds of this Association with financial institutions as selected by the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and shall perform such additional duties as may from time to time be assigned by the Board of Directors.

Section Ten. Fidelity Bonds. Fidelity bonds shall be required as required in Florida law.

ARTICLE VI

Committees; Architectural Review Committee

Section One. Committees. By majority vote, the Board of Directors may, by resolution duly adopted, establish one or more committees which, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, nor any director individually, of any responsibility imposed on it or him or her by these Bylaws or by law.

Section Two. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Association and until his or her successor

is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member thereof.

Section Three. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section Four. Vacancies. Vacancies in the membership of any committee shall be filled by appointment made in the same manner as are original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

Section Five. Quorum. Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Six. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However, such rules and regulations shall be consistent with these Bylaws or with Florida Law. Regular minutes of all proceedings shall be kept.

Section Seven. Architectural Review Committee. The Board of Directors shall, by resolution, appoint an Architectural Review Committee which shall perform the functions designated in the Declaration. The Architectural Review Committee shall consist of not less than one (1) person nor more than five (5) persons. Members of the Architectural Review Committee may, but need not, be Directors or Members of the Association. The Architectural Review Committee shall be governed by the other provisions of this Article.

ARTICLE VII
Contracts, Checks, Deposits and Funds

Section One. Contracts. The Board of Directors may, by resolution duly adopted, authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section Two. Monthly Bank Statements. All monthly statements from financial institutions where funds of the Association are deposited shall be sent to an Officer of the Association who is not authorized to sign on the account. In no case may said Officer be the current Treasurer of the Association. Said Officer shall review the statements, keep all statements filed electronically which must be passed on to his or her successor, and then provide a copy of the statements to the Treasurer of the Association. The Treasurer shall review the statements for accuracy and shall keep the statements filed electronically which must be passed on to his or her successor. All such records must be retained for a period of five (5) years.

Section Three. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other federally-insured depositories as the Board of Directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the President of the Association.

Section Five. Gifts and Contributions. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise of any property whatsoever, for the general and special purposes of the Association.

ARTICLE VIII **Assessments**

Section One. Annual Budget and Expenses. Annually, the Treasurer shall prepare and the Board of Directors will review, modify as needed, and approve an operating budget for the forthcoming year. Adoption of the budget by the Board of Directors shall occur either sixty (60) days before or sixty (60) days after the commencement of the fiscal year to which the budget applies. The status of the budget will be reviewed regularly by the directors. Actual expenditures will represent the actual expenses.

Section Two. Annual Assessments. The Board of Directors shall annually collect an assessment from each Lot owner in accordance with the Declaration. If, at the end of the Association's fiscal year, there is a surplus, such surplus shall be applied to the budget of the next fiscal year and each Lot owner's projected assessment for the next fiscal year shall be reduced accordingly.

Section Three. Special Assessments. In addition to annual assessments, the Board of Directors shall have the authority to levy special assessments as the Board deems necessary, for any lawful purpose. This authority is in addition to any authority to levy special assessments that may be enumerated in the Declaration.

Section Four. Liability and Liens. The Board of Directors and the Association shall have such authority with respect to the acceleration of assessments, liens, collection of interest and

administrative late fees, and the pursuit of attorneys' fees on delinquent payments in the maximum amount as provided by Florida law or the Declaration.

Section Five. Fiscal Year. The fiscal year of the Association shall begin on the first day of October and end on the last day of September.

Section Six. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Corporations Not for Profit Law of Florida or under the provisions of the Articles of Incorporation, the Bylaws, or the Declaration, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

Miscellaneous

Section One. Books and Records. The Association shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of the members, the Board of Directors and committees. The Association shall keep at the registered or principal office a book with the names and addresses of the Members, Board of Directors and the names and addresses of any committee members. All books and records of the Association may be inspected by any Member, or his or her attorney, at any reasonable time.

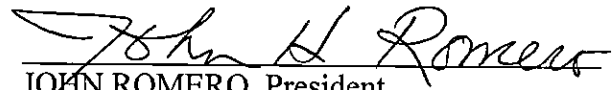
Section Two. Suspension of Rights and Fines. The Board of Directors shall have the right to suspend the rights of a member, of a member's tenants, guests, or invitees, to use common areas and facilities. The Board of Directors may also levy fines as set forth in the Florida Not For Profit Association Act, in Chapter 720, Florida Statutes, or in the Declaration. The Association shall have a right of lien on a parcel for any unpaid fines in the same manner and to the same extent that it has a right of lien for unpaid assessments.

ARTICLE X

Amendments

Subject to the limitations of the Articles of Incorporation, these Bylaws, the Declaration, and the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Association, the Bylaws of this Association may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors.

Adopted this th 13 day of November, 2020 at a meeting of the Board of Directors.


JOHN ROMERO, President

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