

Amended and Restated Bylaws

OF

SHOAL CREEK VILLAS OWNERS ASSOCIATION, INC. A Corporation Not for Profit

Article I - Name and Location

This corporation shall be known as Shoal Creek Villas Owners Association, Inc., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 7200 North Ninth Avenue, Suite 6, Pensacola, Florida 32504, but meetings of members and directors may be held at such places within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

Article II - Definitions

Section 1. "DECLARATION" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions recorded in Official Records Book 2071 at page 872 of the public records of Escambia County, Florida, applicable to the properties recorded in the office of the County Comptroller of Escambia County, Florida.

Section 2. "MEMBER" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 3. All other terms used herein shall have the same definitions as set forth in the Declaration of Covenants, Conditions and Restrictions.

Article III - Meetings of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the ASSOCIATION, and each subsequent regular meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7 o'clock p.m., or on such other date as the Board of Directors may determine. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the ASSOCIATION, or supplied by such member to the ASSOCIATION for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, in person or by proxy, a simple majority of the total votes of all members at the time of the meeting shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. Voting. At all meetings of members, those members present in person or by proxy may vote in the manner set forth in the Declaration and a simple majority shall be required on any action unless otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Article IV - Board of Directors

Section 1. Number. The affairs of this ASSOCIATION shall be initially managed by a Board of three (3) directors, who need not be members of the ASSOCIATION. There shall never be less than three (3) directors.

Section 2. Term of Office. Directors shall serve for a term of one (1) year or so long thereafter until their successors are duly elected.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the ASSOCIATION. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the ASSOCIATION. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Article V - Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, 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 and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Elections. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI - Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Director shall be held when called by the President of the ASSOCIATION, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum and Voting. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is

present shall be regarded as the act of the Board. Each Director shall be entitled to one (1) vote.

Article VII - Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the common area and facilities;
- b. 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.
- c. Exercise for the ASSOCIATION all powers, duties and authority vest in or delegated to this ASSOCIATION and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- d. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- e. Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a. Make available to lot owners and lenders and to holders, insurers or guarantors of any first mortgage, current copies of the Declaration, Bylaws, other rules concerning the project and the books, records and financial statements of the ASSOCIATION. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances;
- b. Supervise all officers, agents and employees of this ASSOCIATION, and to see that their duties are properly performed;
- c. As more fully provided in the Declaration, to:
 1. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

d. Issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

e. Procure and maintain in effect casualty and liability insurance and fidelity bond coverage together with such additional coverages as the ASSOCIATION's Board of Directors may determine;

f. Cause the common area and properties to be maintained;

g. Cause to be kept a complete record of all of 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 in writing by one-fourth of the Class A members who are entitled to vote.

Article VIII - Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, which may be combined, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual membership meeting.

Section 3. Term. The officers of this ASSOCIATION 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.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the ASSOCIATION may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. 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 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes;

Vice-President: If desired, the Board may elect a Vice-President who shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board;

Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the ASSOCIATION and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the ASSOCIATION together with their addresses; and shall perform such other duties as required by the Board;

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the ASSOCIATION and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the ASSOCIATION; keep proper books of account; cause an annual audit of the ASSOCIATION books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

Article IX - 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 Declaration, the Articles of Incorporation, 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.

Article X - Assessments

As more fully provided in the Declaration, each member is obligated to pay to the ASSOCIATION annual and special assessments which are secured by continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate allowed by law. If the assessment is not paid within thirty (30) days after the due date, the Board of Directors, through its officers, may cause to be filed in the public records of Escambia County, Florida, a lien certificate evidencing the lien against the lot as provided for in the Declaration. The ASSOCIATION may bring an action at law against the member personally obligated to pay the assessment or foreclose the lien against the property, and all interest, costs and reasonable attorney's fees of either such action shall be added to the amount of such assessment and shall be included in the lien. No member may waive or otherwise escape liability for the assessments provided for herein by non-use of the common properties or abandonment of his lot.

Article XI - Corporate Seal

The ASSOCIATION shall have a seal in circular form having within its circumference the words: SHOAL CREEK VILLAS OWNERS ASSOCIATION, INC., a Florida Corporation Not for Profit.

Article XII - Amendments

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a majority vote of members at a duly called meeting at which a quorum is present in person or by proxy, except that the Federal Housing Administration or Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflicts between the Declaration and these Bylaws, the Declaration shall control.

Section 3. No amendment which affects the Declarant's rights prior to the owners obtaining control of the ASSOCIATION shall be effective without the written consent of the Declarant.

Article XIII - Committees

The ASSOCIATION shall appoint an architectural control committee as provided in the Declaration and a nominating committee as provided in these Bylaws. The initial members of the architectural control committee shall be as set forth in the Declaration and they shall continue to serve until removed by the Board of Directors, subject to the limitations and provisions set forth in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate to carry out its purposes.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 26th day of September 1994.

Signed, sealed and delivered
in the presence of:

SHOAL CREEK VILLAS OWNERS
ASSOCIATION, INC., a Florida Corporation
Not for Profit

Thomas W. Ellis
Yarnold M. Murray

By: Billy Merritt
Billy Merritt, as Vice President and Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this the 26th day of September, 1994, by Billy Merritt, as Vice President and Director of Shoal Creek Villas Owners Association, Inc., a Florida Corporation Not for Profit, on behalf of said corporation, who is personally known to me or has produced Driver's License as identification.



Steven L. [Signature]
NOTARY PUBLIC