

**AMENDED AND RESTATED BYLAWS OF
SUTTON PLACE PROPERTY OWNERS' ASSOCIATION, INC.**
(a corporation not-for-profit)
under the laws of the State of Florida

**SUBSTANTIAL REWORDING OF BYLAWS –
SEE CURRENT BYLAWS FOR PRESENT TEXT**

These Amended and Restated Bylaws of **Sutton Place Property Owners' Association, Inc.** (hereinafter "Association"), a nonprofit corporation, incorporated under the laws of the State of Florida are hereby created and adopted pursuant to the Articles of Incorporation of the Association filed in the Florida Department of State, Division of Corporations (the "Articles of Incorporation"). The Association has been organized for the purpose of providing various services and benefits with regard to the Subdivision (as that term is defined in the Articles of Incorporation).

Definitions. For convenience, these Amended and Restated Bylaws shall be referred to as the "Bylaws" and the Articles of Incorporation of the Association as the "Articles." The other terms used in these Bylaws shall have the same definition and meaning as those set forth in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions of Sutton Place (the "Declaration"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE I
ASSOCIATION

1.1 Office. The principal office of the Association shall be 400 Schubert Drive, Pensacola, Florida 32504, or such other place as shall be selected by the Board of Directors.

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

ARTICLE II
MEMBERS

2.1 Qualification. The members of the Association shall be determined in accordance with the Articles of Incorporation. "Owner", as used herein, shall mean and refer to the record owner, whether the same shall consist of one or more persons or entities, of the fee simple title to any platted lot in the Subdivision (a "Lot"), but excluding those having such interest merely as security for the performance of the obligation.

2.2 Voting Rights. All Owners shall be entitled to one (1) vote for each Lot owned.

2.3 Designation of Voting Members.

2.3.1 If a Lot is owned by more than one (1) person, the person entitled to cast the vote or votes for the Lot may be designated by a certificate signed by all of the record owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, partnership, trust, company or other legal entity, the person entitled to cast the vote or votes for the Lot may be

designated by a certificate of appointment signed by a duly authorized representative of the entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot, and a certificate may be revoked by any owner of an interest in the Lot. Any such revocation shall be in writing and signed by any owner of an interest in the Lot or a duly authorized representative of the entity, as the case may be, and filed with the Secretary of the Association.

2.3.2 If a Lot is owned by more than one (1) person and such owners do not designate a voting Member as required hereinabove, the following provisions shall apply:

2.3.2.1 If more than one (1) such owner is present at any meeting, and said owners are unable to concur on a decision on any subject requiring a vote, said owners shall lose their right to vote on that subject at that meeting; however, said vote or votes shall be included in the determination of the presence of a quorum.

2.3.2.2 If only one (1) such owner is present at a meeting, such person attending shall be entitled to cast the vote or votes pertaining to the Lot.

2.3.2.3 If more than one (1) such owner is present at the meeting and said owners concur, any one (1) such owner may cast the vote or votes for the Lot.

2.4 Restraint Upon Alienation of Assets. A member shall have no vested right, interest, or privilege of, in, or to the assets or funds of the Association, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, except as an appurtenance to the ownership of his Lot.

2.5 Change of Membership. A change of membership in the Association shall be established by recording in the public records of Escambia County, Florida, a deed or other instrument establishing a record title to a Lot (the "Record Property") and the delivery to the Association of a copy of such recorded instrument, with the owner(s) designated by such instrument thereby becoming member(s) of the Association (the "Record Property Owner(s)"). The membership of the prior Record Property Owner shall be thereby terminated, provided he is not an owner of other Record Properties in the Subdivision. Any change in ownership shall be subject to the Governing Documents, including the Declaration.

ARTICLE III MEMBERS' MEETINGS

3.1 Place. All meetings of members of the Association shall be held at such place within the County of Escambia, Florida, as may be stated in the notice of the meeting.

3.2 Membership List. A roster of Members of the Association, arranged alphabetically, shall be maintained by the Secretary, or if so delegated, by the Association's manager. Such list shall be part of the official records of the Association, open to inspection by Members. It is the responsibility of Members to timely notify the Secretary or Association manager of changes in mailing address and ownership of Lots.

3.3 Regular Meetings.

3.3.1 After Turnover, regular or annual meetings of the members of the Association shall be held in October or November of each year, to the extent reasonably possible and as determined by the Board of Directors.

3.3.2 Notice of a meeting of Members stating the time and place and the purpose(s) for which the meeting is called shall be given by the President or Secretary or their designee. A copy of the notice shall be posted at a conspicuous place within the Subdivision. The notice of the annual meeting shall be hand delivered or sent by mail to each Owner, unless the Owner waives in writing the right to receive notice of the annual meeting by signing a waiver of notice, either before or after the meeting, or unless the Owner has consented to receive electronic notices in accordance with the Act. The delivery or mailing shall be to the address of the Member as it appears on the Association's roster of Members, unless otherwise required by the Act. The posting and mailing of the notice shall be not less than fourteen (14) days, nor more than sixty (60) days, prior to the date of the meeting. Proof of posting or hand delivery may be given by affidavit, and proof of mailing of the notice may be given by retention of post office receipts, or by affidavit. Notice of an annual meeting need not, but may, include an agenda. Notice of a special meeting of the Members must include a description of the purpose or purposes for which the meeting is called.

Notice of Member annual or special meetings may be waived before or after the meeting. The attendance of any Member (or person authorized by proxy or valid power of attorney to vote for such member) shall constitute such Member's waiver of notice of such meeting, except when his (or his authorized representative's) attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

3.4 Special Meetings.

3.4.1 Special meetings of the members for any purpose may be called at any time by the President, and shall be called by the President or Secretary at the request, in writing, of either a majority of the Board of Directors or twenty percent (20%) of the Members. Such request shall state the purpose of the requested meeting.

3.4.2 Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

3.5 Attendance. Members may attend meetings in person or by proxy. Special and Annual Meetings may also, at the election of the Board, be held by telephonic or video-conferencing means that will allow Members the ability to participate and communicate adequately with each other during the meeting. Such telephonic or video-conferencing participation may be counted as physical presence for quorum and other purposes with reasonable pre-meeting measures taken to confirm the eligibility of the participant as a Member in good standing and/or the holder of a Member's proxy.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Governing Documents or Florida law, 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 equivalent to the giving of such notice.

3.7 Proxies. At any meeting of the members of the Association, each member shall be entitled to vote in person or by proxy. However, no proxy shall be valid unless it is filed with the Secretary prior to a meeting. Proxies are only valid for the particular meeting designated therein, or a valid continuance of the meeting for no more than 90 days. No proxy vote may be cast on behalf of a member who is present at a meeting.

3.8 Vote Required to Transact Business. When a quorum is present at any meeting, the holders of a majority of voting rights shall decide any question brought before the meeting. If the question is one which requires more than a majority vote by express provision of any statute, the Articles of Incorporation, the Declaration or these Bylaws, the express provision shall govern and control the number of votes required. As used in these Bylaws, the Articles or the Declaration, the terms "majority of the Members" shall mean a majority of the votes of Members present and not a majority of the Members themselves and shall further mean, irrespective of the number of Members physically present, more than 50% of the then total authorized votes present in person or by proxy and voting at any meeting of the Members at which a quorum shall have been attained. Similarly, if some greater percentage of Members is required herein or in the Declaration or Articles, it shall mean such greater percentage of the votes of Members and not of the Members themselves. In all cases where reference is made to percentage of the vote of Members, percentage of the Members, or percentage of the Members for purposes of determining the vote thereof, the percentage stated shall mean the percentage of the voting rights of the members.

3.9 Quorum. Thirty (30%) percent of the total number of voting rights of the Association present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or these Bylaws. If a quorum is not present at any meeting, the members may adjourn the meeting from time to time, but for no more than 90 days, without notice other than announcement at the meeting, until a quorum is present. Any business may be transacted at any adjourned meeting until a quorum is present. Any business may be transacted at any adjourned meeting which could have been transacted at the meeting called. There is no quorum requirement for an election; however, at least 20 percent of all eligible Members must cast a ballot in order to have a valid election.

3.10 Voting Owner. If a Lot is owned by one person, his or her right to vote shall be established by the most recent recorded deed for the Lot. It is the responsibility of the record owner to provide written notice of such ownership and changes in ownership for the Association's roster of Members. If a Lot is owned by more than one person, or jointly by a husband and wife, they may, without being required to do so, designate a voting Member by filing a certificate of voting with the Association prior to casting a vote for an election or any other matter for which Members are authorized to vote. In the event they do not designate a voting member by certificate, the following provisions shall apply:

- (a) If co-owners are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting, and their vote shall not be considered in determining whether a quorum is

present on that subject at the meeting (and the total number of authorized votes in the Association shall be reduced accordingly for such subject only).

- (b) If only one Owner is present at a meeting, in person or by proxy, the person present shall be counted for purposes of a quorum and may cast the Lot vote just as though he or she owned the Lot individually, and without establishing the concurrence of the absent Owner.
- (c) If more than one Owners of a single Lot are physically present at a meeting and concur, either one may cast the single vote for the Lot.

3.10.1 Corporation. If a Lot is owned by a corporation or other entity, the Chairman of the Board, Executive Director, President, Vice President, Secretary, Treasurer, or Member of the entity holding such Membership in the Association, and any like officer of a foreign corporation, whether for profit or not for profit, holding a Membership in the Association, shall be deemed by the Association to have the authority to vote on behalf of the Corporation or other entity and to execute proxies and written waivers and consents in relation thereto, unless before a vote is taken on a waiver of consent is acted upon it is made to appear by certified copy of the Bylaws or Resolution of the Board of Directors or executive committee of the Corporation that such authority does not exist or is vested in some other officer or person. In absence of such certification, the person executing any such proxies, waivers or consents or presenting himself at a meeting as one of such officers of a Corporation shall be for the purposes of this Section conclusively deemed to be duly elected, qualified and acting as such officer and be fully authorized. In the case of conflicting representation, the corporate Member shall be deemed to be represented by its senior officer, in the order first stated in this subsection.

3.10.2 Any document requiring the signature of a Member, except election ballots, may be accomplished utilizing DocuSign or any other mutually acceptable similar online, electronic or digital signature technology and such shall be deemed original signatures.

3.10.3 Only Members of record on the date notice of any meeting requiring their vote is given shall be entitled to notice of and to vote at such meeting, unless prior to such meeting other Members shall produce adequate evidence, as provided above, of their interest and shall waive in writing notice of such meeting.

3.10.4 Proxies. A proxy may be made by any person entitled to vote but shall only be valid for the specific meeting for which originally given and any lawfully adjourned and reconvened meetings thereof. 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 person executing it. A proxy must be dated, must state the date, time, and place of the meeting for which it was given, and signed by the person authorized to cast the vote for the Lot (as above described) and filed with the Secretary before the appointed time of the meeting, or before the time during the meeting when the vote is called. Holders of proxies shall be limited to individual Owners or the authorized owner, officer, director or manager of an Owner entity. If the proxy form

expressly so provides, any proxy holder may appoint, in writing, a substitute, who is a Member, to act in his place.

An executed facsimile appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy, delivered, mailed or transmitted electronically is a sufficient proxy. Owners may retroactively cure any alleged defect in a proxy by signing a statement ratifying the owner's intent to cast a proxy vote and ratifying the vote cast by his or her proxy.

3.10.5 Adjourned Meetings. Adjournment of an Annual or Special meeting to a different date, time, or place must be announced at the meeting before an adjournment is taken, or notice must be given of the new date, time, or place pursuant to the notice provision of the Bylaws. If a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given to persons who are entitled to vote and are Members as of the new record date but were not Members as of the previous record date. If any proposed meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is given in the manner required for the giving of notice of a meeting. Except as provided by law, proxies given for the adjourned meeting shall be valid for the newly scheduled meeting unless revoked for reasons other than the new date of the meeting.

3.11 Order of Business. The order of business at annual members' meetings and, as far as practicable, at all other members' meetings, shall be:

1. Call to order.
2. Calling of roll and certifying of proxies.
3. Proof of notice of meeting or waiver of notice.
4. Reading and disposal of any unapproved minutes.
5. Reports of officers.
6. Reports of committees.
7. Election of Directors.
8. Unfinished business.
9. New business.
10. Adjournment.

Such order may be waived or modified by direction of the chairman.

3.12 Minutes of Meeting. Minutes of all meetings of the Members of an Association must be maintained in written form or in another form that can be converted into written form within a reasonable time. The minutes of all meetings of Members shall be kept in a book available for inspection by Members or their authorized representatives or board members at any reasonable time.

The Association shall retain these minutes for a period of not less than seven years, or such other period as required by the Act, as amended from time to time.

3.13. Recording. Any Member may make audio or video recordings of meetings of the Membership. The Board of Directors of the Association may adopt reasonable rules governing the recording of meetings. Notwithstanding the right to record, neither live-streaming nor the posting of any meeting or portion thereof on the Internet, in any form or format, is permitted absent the prior written authorization of the Board of Directors, which authorization may be withheld in the sole discretion of the Board, for any reason and without cause.

3.14 Delinquent Members. If any Assessment or portion thereof imposed against a Member remains unpaid for ninety (90) days following its due date, such Member's voting rights in the Association may be suspended in accordance with the Act until all past due Assessments and other sums then due are paid, whereupon the voting rights shall be automatically reinstated. Such suspension shall be made, if at all, prior to the meeting where votes are counted, or the date written consents are due and tallied. Delinquent Members shall not be eligible to run for or serve on the Board of Directors.

3.15 Action by Written Consent. Action required or permitted to be taken at a Members meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof. The consent shall have the same force and effect as a unanimous vote and may be stated as such in any filing instrument filed with either the Clerk of the Circuit Court or Secretary of State. Action taken under this Section 3.14 shall be effective on the date the last consenting Member signs the consent, unless the consent specifies a different effective date.

ARTICLE IV DIRECTORS

4.1 Number. The affairs and business of the Association shall be managed by a Board of Directors, consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be determined from time to time upon majority vote and resolution of the Board of directors. No change in the number of directors shall operate to shorten the term of an incumbent director. The number of directors constituting the initial Board of Directors shall be three (3), as designated in the Articles of Incorporation.

4.2 Term. Each director shall be elected to serve a term of one (1) year or until his successor shall be elected and shall qualify.

4.3 Vacancy and Replacement. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum, at a special meeting of directors duly called for this purpose, shall choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

4.4 Election of Directors. Election of directors shall be conducted in the following manner.

4.4.1 The first notice of meeting and request for director nominations shall be mailed not less than 60 days prior to the annual meeting. Nominations for Directors shall be submitted in writing or email by the candidate or another Member, not less than 40 days in advance of the annual meeting and all eligible candidates shall be listed in alphabetical order on a ballot to be mailed to Owners. All candidates shall be notified of receipt of their nomination, with the opportunity to withdraw their candidacy prior to the printing and mailing of ballots. No nominations shall be taken from the floor at the meeting.

4.4.2 The election shall be by secret written ballot and decided by a plurality of the votes cast for each candidate.

4.4.3 All Members of the Association shall be eligible to serve on the Board of Directors unless otherwise disqualified pursuant to the Act and may nominate himself or herself in advance as a candidate for the Board. Nominations from the floor at the Members meeting are not to be permitted.

4.4.4 Upon submission of nominations, eligible candidates may submit a one-page information sheet to be included with the mailing of the ballots. Ballots with return envelopes shall be mailed to Owners not less than 14 days prior to the election. The outer envelope shall be addressed to the Association and in the return addresses location, shall provide spaces for the name of the voter, the address or Lot number being voted, and a signature space for the voter.

4.4.5 An election is not required if the number of vacancies equals or exceeds the number of candidates.

4.5 Removal. Any Director elected by the Members may be removed from office with or without cause by the vote or agreement by a majority of all votes of the Membership. The vacancy in the Board so created shall be filled by the Members at the same meeting or at a meeting of the Membership shortly thereafter. The conveyance of all Lots owned by a Director in the Community who owned one or more Lots at the time he or she was elected or appointed (other than appointees of the Declarant) shall constitute the resignation of such Director.

Until a majority of the Directors are elected by the Members other than the Declarant, no Directors named by the Declarant shall be subject to removal by Members other than the Declarant. Directors appointed by the Declarant and Directors replacing them may be removed and replaced by the Declarant without the necessity of any meeting.

4.6 If a vacancy on the Board of Directors results in there being no incumbent Directors, any Member may apply to the Circuit Court within whose jurisdiction the Property lies for the appointment of a receiver to manage the affairs of the Association. At least thirty (30) days prior to applying to the Circuit Court, the Member shall mail to the Association and post in a conspicuous

place in the Property a notice describing the intended action and giving the Association an opportunity to fill the vacancy(ies) in accordance with these Bylaws. If, during such time, the Association fails to fill the vacancy(ies), the Member may proceed with the petition. If a receiver is appointed, the Association shall be responsible for the fees of the receiver, court costs and attorneys' fees. The receiver shall have all powers and duties of a duly constituted Board and shall serve until the Association fills the vacancy(ies) on the Board sufficient to constitute a quorum in accordance with these Bylaws.

4.7 Powers and Duties of Board of Directors. All of the powers and duties of the Association under Florida law shall be exercised by the Board of Directors, or its delegate, subject only to approval by the members when such approval is specifically required. The powers and duties of the directors shall include, but are not limited to, the following:

4.7.1 Assess. To make and collect an annual maintenance charge against members to pay the expenses incurred by the Association in carrying out the objects and purposes of the Association.

4.7.2 Disburse. To use the proceeds of assessments in the exercise of its powers and duties.

4.7.3 Enforce. To enjoin or seek damages from the members for violation of these Bylaws, the Declaration and the terms and conditions of any rules and regulations applicable to the use of the Subdivision or any portion thereof.

4.7.4 Employ. To employ and contract with service contractors in connection with carrying out the objects and purposes of this Association.

4.7.5 Adopt and publish Rules and Regulations governing the use of the common areas and facilities within the Subdivision, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

4.7.6 To maintain a class action, and to settle a cause of action, on behalf of Record Property Owners with reference to the common areas, the roof and structural components of a building or other improvement, and mechanical, electrical and plumbing elements serving an improvement or a building; and to bring an action, and to settle the same, on behalf of two (2) or more of the Record Property Owners their respective interests may appear, with respect to any cause of action relating to the common areas; all as the Board deems available.

4.7.7 To elect the officers of the Association and otherwise exercise the powers regarding officers of the Association as set forth in these Bylaws.

4.7.8 To determine who shall be authorized to make and sign all instruments on behalf of the Association and the Board.

4.7.9. To employ a management agent or manager, at a compensation established by the Board, to perform such duties and services as the Board shall authorize including, but not limited

to, the duties listed in this Section; and such duties so conferred upon the managing agent or manager by the Board of Directors may upon five (5) days notice be revoked, modified or amplified by the majority of the votes of the Directors in a duly constituted meeting.

4.7.10 To take appropriate action to enforce the provisions of the Declaration, any rules and regulations adopted by the Association, and the Bylaws. In connection with same, the Board is authorized to file or defend appropriate suits or request for arbitration filed under any of said instruments, acts or provided for by the laws of Florida.

4.7.11 To employ attorneys, accountants, and other persons or firms reasonably necessary to carry out the provisions of the Declaration, Bylaws and Articles of Incorporation of the Association and the rules and regulations.

4.8 Eligibility. A person who is delinquent in the payment of any fee, fine, or other mandatory obligation to the Association for more than ninety (90) days is not eligible for Board membership. A person who has been convicted of any felony in Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the Board.

4.9 Compensation. The directors shall not be entitled to any compensation for service as directors, but may be reimbursed for authorized out of pocket expenses.

ARTICLE V DIRECTORS MEETINGS

5.1 Organizational Meetings. An organizational meeting to elect officers of each new Board shall be held immediately upon adjournment of the Members' meeting at which they were elected or as soon thereafter as may be practicable. Secret ballots may be used for the election of officers.

5.2 Regular Meetings. 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 telegraph, at least three (3) days prior to the day named for such meeting.

5.3 Special Meetings. Special meetings of the Board may be called by the President on five (5) days notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice upon the written request of one-third (1/3) of the directors.

5.4 Notice. Unless in an emergency, notice of a Board meeting shall be posted in a conspicuous place in the Subdivision at least 48 hours in advance. All meetings of the Board must be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation, where the contents of the discussion would otherwise be governed by attorney-client privilege and meetings of the board held for the purpose of discussing personnel matters. Board Members may participate by telephone conference or video conferencing in any

Board meeting, and for meetings open to the Members, shall either, and in the directors' discretion, may provide the telephone and / or video conference participant numbers or link, or have a speaker phone and video equipment available at a location within 30 miles of the Community for Member attendance. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments.

5.5 Voting. Directors may not vote by proxy or by secret ballot at Board meetings. Notwithstanding the foregoing, officers of the Board may be elected by secret ballot voting.

5.6 Quorum. A quorum at a directors' meeting shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present, shall constitute the act of the Board, except when approval by a greater number of directors is required by statute or by these Bylaws.

5.7 Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

5.8 Joinder in Meeting by Approval of Minutes. The joinder of a director in any action taken at a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

5.9 Presiding Officer. The presiding officer of a directors' meeting shall be the chairman of the Board if such an officer has been elected; and if none, the President of the Association shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

5.10 Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the receipt by said Director of notice. Attendance by any Director at a meeting shall constitute a waiver of notice of such meeting, except when his or her attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

ARTICLE VI COMMITTEES AND OFFICERS

6.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution or in the Articles of Incorporation or the Bylaws, shall have and may exercise all of the authority of the Board of Directors, except that *no such committee shall have the authority to:*

- (a) Approve or recommend to members actions or proposals required by the Governing Documents or the Act to be approved by members;
- (b) Fill vacancies on the Board of Directors or any committee thereof; or
- (c) Adopt, amend, or repeal the Bylaws.

Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board, by resolution adopted, may designate one or more director(s) as alternative members of any such committee who may act in the place instead of any absent member at any meeting of such committee.

6.2 Architectural Review Committee. The Architectural Review Committee (herein "ARC"), once appointed by the Board, shall consist of at least three (3) members appointed and removed by the Board. Alternatively, in the Board's discretion, the Board from time to time may constitute itself as the ARC. Notwithstanding the foregoing, until Turnover, the Declarant may, at its election, serve in the place of the ARC in such manner and according to procedures and standards determined by the Declarant, in its sole discretion.

6.2 Officers. The officers of the Association shall be a President, Vice President, Treasurer and Secretary, each of whom shall be elected at organization meeting of the Board of Directors following each annual Members' meeting. The Board may appoint such other officers and agents that it may deem necessary, who shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

The initial officers are as follows:

Brad Morse - President
Olesya Chatraw - Vice President
Sophie Sumner - Secretary/Treasurer

6.3 Qualification. Except with respect to the office of the Secretary, no person shall be entitled to hold office except a member of the Association. The President and Vice President must be members of the Board.

6.4 Term. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of sixty-seven percent (67%) of the voting interests of the members of the Association.

6.5 President. The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and directors; shall be an ex-officio member of all standing committees; shall have general management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect.

6.6 Secretary.

6.6.1 The Secretary shall keep the minutes of the members' meetings and of the Board of Directors' meetings in one or more books provided for that purpose. Resolutions shall be maintained in one such minute book.

6.6.2 The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

6.6.3 The Secretary shall be custodian of the corporate records and of the seal of the Association.

6.6.4 The Secretary shall keep a register of the post office address of each member, which shall be furnished to the Secretary by such member.

6.6.5 In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned to him by the President or by the Board of Directors.

6.7 Vice President. The Vice President shall be vested with all the powers and required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the Board of Directors.

6.8 Treasurer. The Treasurer shall be vested with all powers, and shall be required to perform all duties, as may be prescribed by the Board of Directors.

6.9 Vacancies. If any office becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining directors by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

6.10 Resignations. Any director or other officer may resign his office at any time. Such resignation shall be made in writing, to the Secretary, and shall take effect at the time of its receipt by the Association, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

6.11 Compensation. The compensation, if any, of all employees of the Association shall be fixed by the Directors.

ARTICLE VII
LIABILITY

7.1 Liability. The Association assumes no responsibility for injuries sustained by or damages resulting from the acts or omissions of Members or contractors of the Association.

7.2 Conflicts of Interest. No contract or other transaction between the Association and one or more of its directors, officers or any other corporation, firm, association or entity in which

one or more directors or officers of the Association are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest. Any director of the Association, or any corporation, firm, association or entity of which any director or officer of the Association is a director or officer or is financially interested, may be a party to, or may have a pecuniary or other interest in such contract or transaction shall be disclosed or known to the Association Board at the meeting of the Association Board or a committee thereof which authorizes, approves or ratifies such contract or transaction and, if such fact shall be disclosed or known, any director or officer of the Association so related or interested. Any director or officer of the Association may vote on any contract or other transaction between the Association and any affiliated corporation without regard to the fact that he or she is also a director or officer of such affiliated corporation.

ARTICLE VIII
AMENDMENT OF BYLAWS


8.1 Bylaws. The Bylaws of the Association may be altered, amended or repealed by a majority vote of the Directors.

ARTICLE IX
CONFLICT

9.1. Conflict. In the event there shall exist a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern. In the event there shall exist a conflict between these Bylaws and the Declaration, the Declaration shall govern.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, we, being all of the directors of the SUTTON PLACE
PROPERTY OWNERS' ASSOCIATION, INC., have hereunto set our hands this 7 day of
MARCH, 2023, and certify that these are the duly adopted Amended and Restated Bylaws
of Sutton Place Property Owners' Association, Inc.



Brad Morse



Olesya Chatraw



Sophie Sumner