

THIS INSTRUMENT PREPARED BY
AND RECORD AND RETURN TO:

THOMAS M. JENKS, ESQ.
GUNSTER, YOAKLEY & STEWART, P.A.
225 WATER STREET, SUITE 1750
JACKSONVILLE, FL 32202

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS AND RESTRICTIONS FOR MARKLAND**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS AND RESTRICTIONS FOR MARKLAND ("Amendment") is made effective September 20, 2016, by **SOUTHAVEN LAND ASSOCIATES, LLC**, a Delaware limited liability company (the "Developer").

RECITALS:

A. The Developer has previously executed the Declaration of Covenants and Restrictions for Markland which is recorded in Official Records Book 4101, at page 755, of the public records of St. Johns County, Florida (together "the Declaration").

B. The Developer desires to amend the Declaration as more particularly described below, and this Amendment is made pursuant to the reserved rights of the Developer set forth in Section 11.7 of the Declaration. This Amendment does not materially or adversely effect the value of any Lot or other building parcel located within the Property.

NOW THEREFORE, the Developer hereby amends the Declaration as follows:

1. The Developer confirms that the above stated recitals are true and correct. Except as otherwise specifically defined herein, all capitalized terms contained in this Amendment shall have the same meanings as such terms are defined in the Declaration.
2. Pursuant to Section 720.303, Florida Statutes (2015), the Association's Articles of Incorporation and Bylaws are attached hereto as **Exhibits A and B**, respectively, and are hereby made a part of the Declaration.
3. Except as specifically amended hereby, all of the terms and provisions of the Declaration shall remain in full force and effect.

(Signatures begin on following page)

IN WITNESS WHEREOF, the Developer has caused this Amendment to Declaration of Covenants and Restrictions for Markland to be executed as of the date and year first above written.

Signed, sealed and delivered in the presence of:

SOUTHAVEN LAND ASSOCIATES, LLC, a Delaware limited liability company

[Signature]
Kellie Hines
(Print Name)

By: Hines Interests Limited Partnership, a Delaware limited partnership, its sole member

[Signature]
KEVIN JUNT.
(Print Name)

By: Hines Holdings, Inc., a Texas corporation, its sole general partner

By: [Signature]
Name Printed: Walter R. O'Shea
Title: Managing Director

STATE OF Florida)
COUNTY OF St. Johns)SS

The foregoing instrument was acknowledged before me this 20th day of September, 2016 by Walter R. O'Shea, the Managing Director of Hines Holdings, Inc., a Texas corporation (the "Company"), as general partner of Hines Interests Limited Partnership, a Delaware limited partnership ("HILP"), as the sole member of Southaven Land Associates, LLC, a Delaware limited liability company (the "LLC") on behalf of the Company, HILP, and the LLC.

[Signature]
(Print Name Carla Marie Luigs)
NOTARY PUBLIC
State of Florida at Large
Commission # FF001560
My Commission Expires:
He/she is [check one]:
Personally Known
OR Produced I.D.
Type of Identification Produced _____



EXHIBIT A

Articles of Incorporation

(See next page)

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**ARTICLES OF INCORPORATION
OF
MARKLAND PROPERTY
OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)**

I. NAME AND DEFINITIONS.

The name of this corporation shall be Markland Property Owners Association, Inc. All capitalized terms contained in these Articles of Incorporation (the "Articles") shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Markland to be recorded in the current public records, of St. Johns County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be 605 Palencia Club Drive, St. Augustine, Florida 32095, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provision of the Declaration.

B. To own, maintain, repair and replace the Common Area, including without limitation the structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate, maintain and manage the Stormwater Management System in a manner consistent with the SJRWMD Permit No. IND-109-99844-4, as the same may be amended from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein and in ACOE Permit No. SAJ2007-4179, as the same may be amended from time to time.

D. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

E. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

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F. To operate without profit for the sole and exclusive benefit of its Members.

G. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. **GENERAL POWERS.**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Stormwater Management System); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments. The foregoing shall include the power to levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Stormwater Management System. Such assessments shall be used for the maintenance and repair of the Stormwater Management System, including but not limited to, work within retention areas, drainage structures and drainage easements.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in

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payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. **MEMBERS.**

The members ("Members") shall consist of the Developer and each Owner.

VI. **VOTING AND ASSESSMENTS.**

A. Subject to the restrictions and limitations hereinafter set forth, each Member, other than the Developer, shall be entitled to one vote for each Lot owned by such Members and the Developer shall have the number of votes equal to the number of votes allocated to the Members other than the Developer, plus one vote. The Developer shall have such voting rights for so long as it shall have the right to elect or appoint a majority of the Board of Directors pursuant to Article VII hereof, and thereafter, the Developer shall have one vote for each Lot owned by the Developer.

B. When an Owner who is a Member is comprised of one or more persons or entities, all such persons shall be Members, and the vote(s) for the applicable Lots shall be exercised as they among themselves shall determine. Unless otherwise specifically provided elsewhere in the Declaration, these Articles, or the Association's Bylaws, the affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto. Any Member who is delinquent in the payment of any monetary obligation due the Association for more than ninety (90) days may be deemed by the Board of Directors to be not in good standing with the Association for the period of time that such delinquency shall continue.

VII. **BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida. Until the Members other than the Developer become entitled to elect a majority of the members of the Board of Directors pursuant to Section 720.307, Florida Statutes, as the same may be amended from time to time, the Developer shall have the right to appoint all of the Directors; provided however, the Members other than the Developer shall become entitled to elect at least one (1) Director at such time as fifty percent (50%) of the Lots have been conveyed to Members. The Developer shall be entitled to elect at least one (1) Director for so long as the Developer holds for sale in the ordinary course of business, at least five percent (5%) of the Lots.

B. Elections shall be by plurality vote. Directors shall initially serve one (1) year terms; provided however, at the first annual election of the Board of Directors following the date that the Members other than the Developer shall become entitled to elect a majority of the Directors, the terms of office of the Directors receiving the highest number of votes shall be established at two (2) years, and the remaining Directors shall serve for terms of one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified. In no event can a Board member appointed by the Developer be removed except by action of the Developer. Any Director appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed, at any time by the Developer.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Walter O'Shea
605 Palencia Club Drive
St. Augustine, Florida 32095

Ella English
605 Palencia Club Drive
St. Augustine, Florida 32095

Kevin Jund
605 Palencia Club Drive
St. Augustine, Florida 32095

Carla Luigs
605 Palencia Club Drive
St. Augustine, Florida 32095

Ben English
605 Palencia Club Drive
St. Augustine, Florida 32095

VIII. **OFFICERS.**

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	Walter O'Shea
Vice President	Ella English
Treasurer	Kevin Jund
Secretary	Carla Luigs

IX. **CORPORATE EXISTENCE.**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

X. **BYLAWS.**

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

XI. **AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.**

These Articles may be amended upon the affirmative vote of Members holding a majority of the total votes represented in person or by proxy at a meeting of the Members at which a quorum is present.

XII. **INCORPORATOR.**

The name and address of the Incorporator is as follows:

Walter O'Shea
605 Palencia Club Drive
St. Augustine, Florida 32095

XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right 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 capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily 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 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 a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

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C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, Florida

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Administrative Code, Applicant's Handbook Volume I, Section 12.3 or other administrative regulation of similar import, and be approved by the SJRWMD prior to such termination, dissolution or liquidation. Further, such termination, dissolution, final liquidation shall require the prior approval of the ACOE.

XVI. MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Property, any such merger or consolidation shall require the Developer's prior approval.

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IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 14th day of October, 2015.

Signed, sealed and delivered in the presence of:

Jill Fuhrman
Jill Fuhrman
(Print or Type Name)

Carla Wigs
Carla Wigs
(Print or Type Name)

Walter O'Shea
Walter O'Shea
Incorporator

STATE OF FLORIDA }
 }SS
COUNTY OF St. Johns }

The foregoing instrument was acknowledged before me this 14 day of October, 2015, by Walter O'Shea, the Incorporator of **MARKLAND PROPERTY OWNERS ASSOCIATION, INC.**, on behalf of the corporation.



Kellie M Hines
(Print Name) Kellie M Hines
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires:
Personally Known
or Produced I.D. _____
[check one of the above]
Type of Identification Produced

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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

MARKLAND PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 605 PALENCIA CLUB DRIVE, ST. AUGUSTINE, FLORIDA 32095, HAS NAMED WALTER O'SHEA, WHOSE ADDRESS IS 605 PALENCIA CLUB DRIVE, ST. AUGUSTINE, FLORIDA 32095, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

**MARKLAND PROPERTY OWNERS
ASSOCIATION, INC.**

By: _____

Walter O'Shea

Incorporator

Dated: October 14, 2015

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Walter O'Shea

Registered Agent

Dated: October 14, 2015

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EXHIBIT B

Bylaws

(See next page)

BYLAWS
OF
MARKLAND PROPERTY
OWNERS ASSOCIATION, INC.

I. DEFINITIONS.

All defined terms contained herein which are defined in the Declaration of Covenants and Restrictions for Markland ("Declaration") to be recorded in the public records of St. Johns County, Florida, and in the Articles of Incorporation of the Association, shall have the same meanings as such terms are defined in the Declaration and Articles of Incorporation.

II. LOCATION OF PRINCIPAL OFFICE.

The office of Markland Property Owners Association, Inc. ("Association") shall be located at 605 Palencia Club Drive, St. Augustine, Florida 32095, or at such other place as may be established by resolution of the Board of Directors of the Association from time to time.

III. VOTING RIGHTS.

The Owners and the Developer, as long as it owns any Property subject to the Declaration, shall be Members of the Association as provided in the Articles of Incorporation of the Association, and shall have the voting rights as set forth in the Articles of Incorporation, provided that any person or entity who holds any interest in a Lot or Building Site only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any parcel within the Property.

IV. BOARD OF DIRECTORS.

A. A majority of the Board of Directors of the Association (the "Board") shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board.

B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director, shall be filled by the Board, except that the Developer, to the exclusion of other Members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by the Developer. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office and thereafter until his successor shall have been elected or appointed, and qualified.

V. ELECTION OF DIRECTORS.

A. Nominations for the election of Board members (other than Board members appointed by the Developer) shall be made by the Nominating Committee described in Article IX hereof, or by self-nomination by any member who is eligible to serve as a director. The Nominating Committee shall make as many nominations as it shall in its discretion determine.

B. The Developer shall, within fourteen (14) days of the date set for the annual meeting of the Association, notify the Secretary of the names of the Directors that it is appointing to the Board.

C. Nominations and notification of the vacancies being filled by the Developer shall be placed on the written ballot referenced in Section D of this Article V.

D. No Member who is not in good standing with the Association may be nominated to serve as a Director. All questions as to the good standing of any Member shall be determined by the Board in its sole discretion.

E. All elections to the Board shall be made on written ballots to be voted at the annual meeting, or in the discretion of the Board, by mail provided such ballots are mailed to the Members not less than fifteen (15) days prior to the date fixed for the annual meeting. The ballots shall (i) describe the vacancies to be filled by the Members other than the Developer, (ii) set forth the names of those nominated for each such vacancy, and (iii) set forth the names of those appointed to the Board by the Developer. Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation.

F. In order for an election of Members of the Board to be valid and binding, the election must occur at a meeting of the Members at which a quorum is present; or if the election is conducted by mail, the Association must receive as of the date established by the Board for receipt of ballots, a number of ballots representing not less than a quorum of the Members.

G. The members of the Board elected or appointed in accordance with the procedures set forth in this Article shall be deemed elected or appointed as of the date of the annual meeting of the Members.

VI. **POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

A. The Board of Directors shall have power:

1. To call meetings of the Members.

2. To appoint and remove at its pleasure all officers, agents and employees of the Association; and to prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

3. To establish, levy and assess, and collect the annual and special assessments necessary to operate the Association and carry on its activities, and to create such reserves as may be deemed appropriate by the Board.

4. To collect assessments on behalf of any other property owners association entitled to establish, levy and collect assessments from the Members of the Association.

5. To appoint committees, adopt and publish rules and regulations governing matters of common interest to the Members, including without limitation, the use of the Common Areas or any portion thereof and the personal conduct of the Members and their guests thereon, including reasonable admission charges if deemed appropriate.

6. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

7. To cause the financial records of the Association to be compiled, reviewed, or audited by an independent certified public accountant at such periodic intervals as the Board may determine in its sole discretion.

8. To supervise the enforcement of the provisions of any covenants and restrictions enforceable by the Association, including without limitation, the administration of any provisions for the imposition of fines contained therein.

9. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to Members in the Declaration or the Articles of Incorporation of the Association.

B. It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all of its acts and corporate affairs.

2. To supervise all officers, agents and employees of this Association to insure that their duties are properly performed.

3. With reference to assessments of the Association:

(a) To fix the amount of annual assessments against each Member for each annual assessment period at least thirty (30) days in advance of such date or period;

(b) To prepare and maintain a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member; and

(c) To send written notice of each assessment to every Member subject thereto.

VII. DIRECTORS MEETINGS.

A. Regular meetings of the Board shall be held not more frequently than quarterly on such date and at such time as the Board may establish.

B. Special meetings of the Board shall be held when called by the President or Vice President of the Association or by any two (2) Directors, after not less than forty-eight (48) hours notice to each Director.

C. Meetings of the Board of Directors shall be open to all Members and notices of meetings shall be posted in a conspicuous place within the Property at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting of the Board of Directors during which assessments are to be considered, shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments. Written notice of any meeting of the Board of Directors at which special assessments or amendments to rules will be considered must be mailed or delivered to each of the Members and posted in a conspicuous place within the Property not less than fourteen (14) days before such meeting.

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined from time to time by the Board, in accordance with the Articles of Incorporation of the Association. The President shall be a member of the Board, but the other Officers need not be.

B. The Officers of the Association shall be elected by the Board at the annual meeting of the Board, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected.

C. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board for the unexpired portion of the term.

D. All Officers shall hold office for terms of one (1) year.

E. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

F. The Vice President, or the Vice President so designated by the Board if there is more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board.

G. The Secretary shall be ex officio the secretary of the Board, and shall record the votes and keep the minutes of all meetings of the Members and of the Board of Directors in a book to be kept for that purpose. The Secretary shall keep all records of the Association and shall record

in the book kept for that purpose all the names of the Members of the Association together with their addresses as registered by such members.

H. The Treasurer shall supervise the receipt and deposit in appropriate bank accounts all monies of the Association, and shall cause the disbursement of such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

I. The Treasurer, or his appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be open for inspection upon reasonable request by any Member.

J. With the approval of the Board of Directors, any or all of the Officers of the Association may delegate their respective duties and functions to a licensed and qualified property manager, provided, however, such property manager shall at all times be subject to the supervision and control of the Board of Directors.

IX. **COMMITTEES.**

A. The standing committee of the Association shall be the Nominating Committee. The Nominating Committee shall have the duties, authority and functions as described elsewhere in these Bylaws.

B. The Board shall have the power and authority to appoint such other committees as it deems advisable. Any committee appointed by the Board shall consist of a Chairman and two (2) or more other members and shall include a member of the Board. Committee members shall serve at the pleasure of the Board, and shall perform such duties and functions as the Board may direct.

X. **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 Association shall retain the minutes of all meetings of the Members and the Board of Directors for not less than seven (7) years.

XI. **MEETINGS OF MEMBERS.**

A. The annual meetings of the Members shall be held prior to April 30th of each year, at such time as the Board may designate, or at such other date and time as may be selected by the Board.

B. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, by any two or more members of the

Board or upon the written request of Members holding a majority of all the votes allocated to the entire Membership.

C. Notice of all meetings of the Members shall be given to the Members by the Secretary. Notice may be given to the Member either personally or by sending a copy of the notice through the mail, postage fully prepaid, to his address appearing on the books of the Association, or by posting on the community website or at the community center. Each Member shall be responsible for registering his address and telephone number with the Secretary and notice of the meeting shall be mailed to him at such address. Notice of the annual meeting of the Members shall be delivered at least thirty (30) days in advance. Notice of any other meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action as governed by the Articles of Incorporation or the Declaration in which other notice provisions are provided for, notice shall be given or sent as therein provided.

D. The presence, in person or by proxy, of the Members holding thirty percent (30%) of the total votes in the Association as established by the Articles of Incorporation shall constitute a quorum of the Membership for any action governed by the Declaration, the Articles of Incorporation, or these Bylaws.

XII. **PROXIES.**

A. Except for elections of the Board of Directors, at all meetings of the Members, each Member may vote in person or by limited, but not general, proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to amend the Declaration, the Articles of Incorporation or these Bylaws, or for any other matter that requires or permits a vote of the Members.

B. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of ninety (90) days from the date of the meeting for which it was originally given, and every proxy shall automatically cease upon the sale by the Member of his interest in the Property.

C. For elections of the Board of Directors, the Members shall vote in person or by mail by written ballot.

XIII. **SEAL.**

The Association shall have a seal in circular form having within its circumference the words: Markland Property Owners Association, Inc., not for profit, 2015.

XIV. **AMENDMENTS.**

These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly called meeting of the Board. Amendments shall be effective on the date of passage by the Board and no amendment need be recorded in the public records of St. Johns County, Florida.

XV. **INCONSISTENCIES.**

In the event of any inconsistency between the provisions of these Bylaws and the Declaration or Articles of Incorporation, the provisions of the Declaration and Articles of Incorporation shall control.

Adopted by the Board of Directors of Markland Property Owners Association, Inc., a Florida non-profit corporation, at a duly called meeting of the Board of Directors held on October 14, 2015.

By: 
Name Printed: Carla Luigs
As Secretary