

**Amended and Restated Bylaws of The Sanctuary of
Jacksonville Beach Homeowners Association, Inc.,
dated 10/15/98, filed and recorded 10/20/98 with
Clerk of Circuit Court, Duval County, Florida, Book
9105, Pgs 2148-2158.**

AMENDED AND RESTATED BYLAWS
OF
THE SANCTUARY OF JACKSONVILLE BEACH
HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not for Profit

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ARTICLE I

IDENTITY

- A. Applicability These are the Bylaws of THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC. (The "Association"), a Florida corporation not for profit organized pursuant to the provisions of Chapters 617 and 607, Florida Statutes, 1987, as amended to the date of filing of the Articles of Incorporation. The purpose and object of the Association shall be to administer the operation and management of the Property more fully described in the Declaration of Covenants, Conditions, Restrictions and Easements for The Sanctuary ("Declaration"), Unit Two-A, recorded and filed with the Clerk of Circuit Court, Volume 7903 at Pages 1224-1253, July 28, 1994.
- B. Office The office of the Association shall be at Four Seasons Management Company, 10036 Sawgrass Drive, West, Suite #3, Ponte Vedra Beach, Florida 32082, or at such other place as may be established by resolution of the Board of Directors.
- C. Fiscal Year The fiscal year of the Association shall commence January 1st of each year, and end on the last day of December.
- D. Definitions All terms used herein shall have the same meaning and definitions as are set forth in the Declaration.

ARTICLE II

MEMBERSHIP, VOTING, PROXIES

- A. Membership The qualification of members of the Association (the "Members"), the manner of their admission to membership and termination of such membership, and voting by Members, shall be as set forth in Article VI of the Articles of Incorporation ("Articles"), the provisions of which are incorporated herein by reference.
- B. Voting by Members The vote of the owner(s) of a Lot in the Property owned by more than one person, as tenants in common, joint tenants (except a husband and wife as tenants by the entirety), a partnership, or any other association of persons, or by a corporation, a trust, or any other entity shall be cast or otherwise exercised, at all meetings at which Members of the



Association are entitled to vote or otherwise act, by one person designated by the owner(s) of such Lot in a Voting Certificate as the holder of the vote. The Voting Certificate shall be filed with the Association, and the person so designated shall be and remain the holder of the vote for the Lot until such designation has been revoked by written instrument executed by the owner(s) of the Lot or by lawful conveyance of the Lot. The holder of the vote of the Lot shall be the only person entitled to cast or exercise, in person or by proxy, the vote of the Lot at any meeting of Members or in connection with any action concerning which Members of the Association shall be required or allowed to vote or otherwise act.

C. Approval by Members Evidence of the approval or disapproval of the holder of the vote upon any matter, whether or not the subject of an Association meeting, shall be given to the Association by the same person who would cast the vote if in an Association meeting.

D. Proxies At any meeting of the Members, such Member shall be entitled to vote in person or by proxy. Any proxy given shall contain the date, time and place of the meeting for which the proxy is given and if a limited proxy shall set forth those items for which the holder of the proxy may vote and the manner in which the vote is to be cast and shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. The proxy shall set forth the name of the person voting by proxy and the name of the person authorized to vote the proxy for him. All such proxies shall be filed with the Secretary prior to or during the roll call of such meeting. In no event shall any proxy be valid for a period longer than ninety (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 holder of the vote executing it, and in the case of the Member it shall terminate automatically upon conveyance by a Member of his Lot.

ARTICLE III

MEETINGS OF MEMBERS

A. General Meetings A meeting of all Members shall be held only at such time as the Board of Directors proposes the following actions:

1. Termination of the Declaration (see Article XIV, Section 3 of the Declaration);
2. Amendment of the Declaration (see Article XIV, Section 4 of the Declaration);
and
3. Initiation of lawsuits by the Association (see Article XIV, Section 6 of the Declaration).

B. Annual Meetings The annual meeting of the Association shall take place in the month of October at the time and place set forth by the Board of Directors. At the annual meeting the Voting Members shall elect the Board of Directors and conduct such other business as is

designated in the Articles, Bylaws and Declaration to be determined by the Voting Members including, but not limited to:

1. Amendment of the Articles (see Article XVII of the Articles); and
2. Amendment of the Bylaws (see Article XV of the Articles and Article XI (A) of the Bylaws).

The foregoing matters may be determined by the Voting Members at the Annual Meeting or at any Special Meeting of the voting Members called in the manner hereinafter set forth.

C. 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 thirty percent (30%) of all the votes of the membership, which request shall state the purpose(s) of the proposed meeting. Business transacted at all special meetings shall be confined to the subject stated in the notice thereof.

D. Notice of Meetings

1. Generally Written notice of Annual, Special or General meetings, sometimes jointly referred to as "Meetings," shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, to each Member entitled to attend such meeting unless waived in writing. Notice shall be given not more than thirty (30) days and not less than ten (10) days prior to the meeting.

(FL Stat. now is 14 days)

2. Waiver Any Member may waive notice of any meeting by delivery of a written waiver to the Secretary.

3. Quorum The presence at the meeting of Members eligible to vote or authorized proxies amount to thirty percent (30%) of the votes entitled to be cast shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

4. Adjourned Meetings If any meeting cannot be held because a quorum is not present, 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, however, in adjourning such meeting the Members shall determine the date upon which the adjourned meeting shall be held.

D.E. Presiding Officer and Minutes At any meeting of Members, the President, or in his absence, the Vice-President, shall preside, or in the absence of both, the Members present shall select a Chairman of the meeting. Minutes shall be kept in a businesslike manner and available for inspection by Directors, Members and their authorized representatives.

ARTICLE IV

BOARD OF DIRECTORS

- A. Number of Directors The Board of Directors shall consist of five (5) persons. The number of Directors shall remain at five unless the number is amended by an amendment to these Bylaws enacted as hereinafter provided.
- B. Nomination of Directors 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, two (2) or more Members of the Association, and a member of the Board of Directors. The Nominating Committee may be appointed by the Board of Directors prior to each annual meeting to serve until the close of the annual meeting and such appointment shall be announced at the regular Board meeting at least two (2) months prior to the 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. The Nominating Committee shall make every effort to seek more candidates than seats are available.
- C. Election of Directors Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, with 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.
- D. Term of Office The term of office shall run for two (2) years, staggered so that not all are intended to face re-election at the same time.
- E. Regular Board Meeting 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 telegram, at least forty-eight (48) hours prior to the day named for such meeting, unless notice is waived.
- F. Special Meeting Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of any two of the Directors. Not less than three (3) days' notice of a special meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting, unless notice is waived.
- G. Board Minutes Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by Members and Directors during normal business hours at the principal office of the Association.

H. Waiver of Notice Any Director may waive notice of a meeting before, at or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

I. Quorum A quorum at meetings of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided in the Articles, these Bylaws or the Declaration. If any meeting of the Board cannot be held because a quorum is not present, or because the greater percentage of the Directors required to constitute a quorum for particular purposes is not present, wherever the latter percentage of attendance may be required as set forth in the Articles, these Bylaws or the Declaration, the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

A Director who is present at a meeting of the Board at which action or any corporate matter is taken, shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

J. Action Without a Meeting The Board may take any action which they might take at a meeting of the Board without a meeting; provided, that a record of all such actions so taken and approval thereof, signed by each Director, shall be filed and retained in the minute book of the Association.

K. Removal and Recall Directors may be removed from office in the manner provided by law for the removal of Directors of Florida corporations not for profit. Directors may be removed, with or without cause, by a majority vote of the Members at a duly constituted meeting.

L. Presiding Officer The presiding officer of meeting of the Board shall be the President of the Association. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

M. Powers All of the powers of the Association shall be exercised by the Board, including those existing under the laws of Florida, these Bylaws and the Declaration. Such powers shall be exercised in accordance with the Articles, these Bylaws and the Declaration, and shall include, without limitation, the right, power and authority to perform all powers set forth in Article V of the Articles. Further, the Board of Directors shall have the power to formulate, adopt, publish and enforce rules and regulations governing the use of the Common Area.

N. Duties Without limiting any of the foregoing powers or other duties of the Board elsewhere set forth herein it shall be the duty of the Board of Directors to:

1. Enforce the recorded Declaration of Covenants and Restrictions;
2. Enforce the Rules and Regulations governing the use of the Common Area;
3. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to Members at the annual meeting, or at any special meeting when such statement is requested in writing by one-fourth of the voting Members;
4. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
5. Fix the amount of the Assessment against each Lot, send written notice thereof to each Member and to take such remedial action as may be necessary or convenient to collect such Assessments;
6. Issue or cause to be issued a certificate setting forth the status of payment of Assessments for any Lot;
7. Procure and maintain adequate liability and hazard insurance on the Common Area;
8. Cause the Common Area to be maintained;
9. Pay all costs of power, water, sewer and other utility services rendered to the Property and not billed to the Members individually; and
10. Pay all taxes and assessments which are liens against any part of the Property other than Lots and the appurtenances thereto, and assess the same against the Members and their respective Lots subject to such liens.

ARTICLE V

OFFICERS AND THEIR DUTIES

A. Generally The Board shall elect a President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall deem advisable from time to time. The President shall be elected from the Membership of the Board, but no other officer need be a Director. The same person may hold the offices of Secretary and Treasurer, or Assistant Secretary or Treasurer, no other person may hold more than one office simultaneously. The Board may from time to time elect such other officers, and designate their powers and duties,

as the Board may deem necessary to properly manage the affairs of the Association. Officers may be removed from office by the Board.

B. Compensation No compensation shall be paid to any officer of the Association except to reimburse expenses actually incurred by such officer in performance of his duties.

C. Election of Officers The election of offices shall take place at the first meeting of the Board following each annual meeting of the Members.

D. Term The officers 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.

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

F. 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.

G. Duties The duties of the officers are as follows:

(a) President The president shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of a corporation not for profit, including but not limited to the power to appoint committees from among the Members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. He shall have such additional powers as the Board may designate.

(b) Vice-President The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

(c) Secretary The Secretary shall be responsible for taking notes at all meetings, record the votes and keep the minutes of all proceedings of the Board and the Members. He shall attend to the affairs of the Association. He shall have such additional powers as the Board may designate. He shall attend to the giving and serving of all notices to the Members and the Board, and such other notices as may be required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary

of a corporation not for profit and as may be required by the Board and the President. The Assistant Secretary shall perform the duties of Secretary when the Secretary is absent.

(d) Treasurer The Treasurer shall have custody of all of the property of the Association including funds, securities and evidences of indebtedness. He shall keep the assessment roll and accounts of the Members; he shall keep the books of the Association, in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer.

ARTICLE VI

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board may appoint such committees as it may deem necessary or convenient to assist it in managing its affairs.

ARTICLE VII

MANAGEMENT

The management of the business affairs shall be delegated to a local, licensed professional property management company. The form of contract, job description and fee shall be mutually determined between the Board of Directors and the property management company.

ARTICLE VIII

FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration and Articles shall be supplemented by the following provisions:

A. Assessment Roll The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Member and his respective Lot. Such account shall designate the name and mailing address of the Member owning each Lot, the amount of all Assessments against the Member and due date thereof, and all amounts paid, and the balance due upon all Assessment.

B. Annual Budget The Board shall adopt, for, and in advance of, each fiscal year a budget for the Property showing the estimated costs of performing all of the functions of the Association as to such Property for the year. The budget shall show the total estimated expenses of the Association for that year, including reserves, and shall contain an itemized breakdown of

the Common Expenses. Each budget shall also show the proportionate share of the total estimated Common Expenses to be assessed against and collected from the Members and due date(s) and amounts of installments thereof. Delivery of a copy of any budget or amended budget to a Member shall not affect the liability of any Member for any such Assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of the budget and Assessments levied pursuant thereto. Nothing herein contained shall be construed as a limitation upon Special Assessments in the event that any budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

C. The Depository The depository of the Association shall be such bank or banks or savings and loan association as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. All balances must at all times be federally insured. Withdrawal of monies from such accounts shall be only by checks or withdrawals signed by such persons as are authorized and may include in its provisions authority for the Manager to sign checks on behalf of the Association for payment of the obligations of the Association. No officer or director of the Association may have signature authority.

D. Audit An audit or review of the accounts of the Association may be made from time to time as directed by the Board of Directors.

E. Fidelity Bonds Fidelity bonds shall be required for the Board and any persons handling or responsible for Association funds as the Board of Directors shall direct in an amount to be determined by the Board as more fully described in the Articles. The premiums of said bonds shall be paid by the Association.

ARTICLE IX

PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of the Association's meetings when not in conflict with the Declaration, Articles of Incorporation or these Bylaws.

ARTICLE 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 for a proper purpose. The Declaration, the Articles of Incorporation and 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 a reasonable cost.

ARTICLE XI

AMENDMENTS

A. Requirements These Bylaws may be amended, at a regular or special meeting of the Voting Members, by approval of a majority of the votes represented by the Voting Members present in person or by proxy.

B. Conflict In the case of any conflict between the Articles and these Bylaws, the Articles shall control and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

The foregoing amended Bylaws were first presented to the Association as the Bylaws of THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the regular Board of Directors meeting held September 17, 1998.

IN WITNESS WHEREOF, We, being all of the Directors of THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, have hereunto set our hands and seals.

Dated: 9/17/98

Patricia Callan (Seal)
Patricia Callan, President

Dated: 9-17-98

Scott Hum (Seal)
Scott Hum, Secretary

Dated: 9/21/98

Marianne Hillegass (Seal)
Marianne Hillegass, Treasurer

Dated: 9-17-98

Jack Boyle (Seal)
Jack Boyle, Director

Dated: 21 SEP 98

Ted Latour (Seal)
Ted Latour, Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, and

THAT the foregoing Bylaws constitute the amended Bylaws of said Association, as duly adopted by a majority vote at the Annual Meeting of the Association held the 15th of October 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name and seal this 15th day of October, 1998.

David Scott Hunt (Seal)
Secretary

APPROVED:

Patricia Cullen
President

DATED: 10/15/98

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