AMENDED AND RESTATED BYLAWS OF PALENCIA PROPERTY OWNERS ASSOCIATION OF ST. JOHNS COUNTY, INC.

I. DEFINITIONS

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

II. LOCATION OF PRINCIPAL OFFICE

The office of the Palencia Property Owners Association of St. Johns County, Inc. ("Association") shall be at such place as may be established by resolution of the Board of Directors of the Association from time to time.

III. MEMBERSHIP AND VOTING RIGHTS

A. Membership shall be applicable to, and may not be separated from, ownership of any residential property or certain commercial property located within Palencia. Each Owner of record of any residential Lot or Building Site, whether it is a vacant Lot or has a home built on it, each Owner of record of any Condominium unit or Townhome unit, each Owner of any vacant building Site designated for future construction of a Condominium or Townhome Building, and each owner of a commercial property identified in Appendix A, shall be Members of the Association. Each Member will have one vote for each property owned.

B. Any person or entity who holds any interest in a Lot, Building Site, or Condominium/Townhome unit only as a security for the performance of an obligation shall not be a Member and shall have no voting rights. A select number of Owners of commercial buildings/units within Palencia shall be Members of the Association and shall have voting privileges and each Owner of a "live/work" building within Palencia shall be a Member of the Association and shall be entitled to vote in Association matters. The actual number of property Owners who are Members of the Palencia Property Owners Association is listed in Appendix A.

C. Voting privileges shall be suspended for any Member who is not current in paying Association assessments and installments when due and shall remain suspended during any period of such non-payment. Such suspension shall be effectuated pursuant to Section 720.305 of the Florida Statutes (2020), as amended from time to time.

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. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office and thereafter until their successor shall have been elected or appointed.

C. A Director may be recalled and removed from office, with or without cause, by a majority of the Membership in the manner provided in Section 720.303(10) of the Florida Statutes.

V. ELECTION OF DIRECTORS

The Board of Directors shall be elected by secret written or electronic ballot. At least sixty (60) days before a scheduled election, the Association shall mail, deliver, or electronically transmit, whether by separate Association mailing or included in another Association mailing (including regularly published newsletters) to each Member entitled to vote, a first notice of the date of the election. Any Member may nominate himself or herself as a candidate for the Board of Directors by giving written notice to the Association not less than forty days before the scheduled election. No Member will be permitted to run for election to the Board if they are delinquent in the payment of any monetary obligation due to the Association as of the deadline for written notice of intent to be a candidate, and any Member who has been convicted of any felony in this state 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 this state, may not seek election to the Board of Directors and 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 Member seeks election to the Board of Directors. Nominations from the floor of a meeting are prohibited.

At least twenty-one (21) days before the scheduled election, the Association shall mail, deliver, or electronically transmit a second notice of election to all Members entitled to vote, together with an agenda and a ballot that shall list all eligible candidates in alphabetical order. Elections shall be decided by a plurality of ballots cast. A quorum of the Members is not required to conduct an election; however, at least twenty percent (20%) of the voting interests of the Members must be cast in order to have a valid election for the Board of Directors. There shall be no cumulative voting[1], and no Member shall permit any other person to vote their ballot. Any improperly-cast ballots will be deemed invalid.

1. **Candidate Information Sheet.** Upon request of a candidate, the Association shall provide all Members entitled to vote with an information sheet for each nominee, no larger than 8 ½ inches by 11 inches, which must be completed by the candidate and submitted back to the Association at least thirty-five (35) days before the election to be included with the mailing of the ballot. The cost associated with the copying, mailing, and delivery shall be borne by the Association.
2. **Assistance for Disability.** Any Member who needs assistance with casting a ballot for reasons related to blindness, an inability to read or write, or other disability may request assistance in casting his or her ballot.
3. **Election Not Required.** An election and balloting are not required unless there are more eligible candidates that timely file notices of intent to run than there are vacancies on the Board. If the number of vacancies is equal or greater than the number of eligible candidates, the eligible candidates shall take office upon the adjournment of the meeting at which the election was scheduled to occur, irrespective of whether a quorum was attained at the meeting.
4. If an election cannot be conducted because the Association did not receive ballots from the requisite percentage of the voting interests of the Members, the directors whose terms would have otherwise expired shall continue to serve until the next election. At the next election, and to maintain staggered terms for directors, the three elected candidates receiving the most votes shall serve a two (2) year term and the two elected candidates receiving the least number of votes shall serve a

[1] Cumulative voting is a system that allows voters to place more than one of their votes with just one candidate when more than one candidate is running for office.

one (1) year term. If a tie vote occurs such that there are not three elected candidates who received the most votes, then the terms of each director receiving the same number of votes shall be two (2) years.

VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors, upon agreement of a majority unless specifically stated otherwise in the Bylaws, shall have the 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, to set the rate of interest the Association should charge on any past due assessments, 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, and adopt and publish rules and regulations governing matters of common interest to the Members.
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 appoint members to the Association's Modification Architectural Review Board ("Modification ARB") and to set the amount of Modification ARB fees that will be assessed to Association Members for various building modification and property/improvement projects.
8. To cause the financial records of the Association to be compiled, reviewed, or audited by an independent certified public accountant at periodic intervals, but not less than annually.
9. 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.
10. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved exclusively to Members in the Declaration or the Articles.
11. To communicate and interface with the Marshall Creek and Sweetwater CDD Boards to ensure complimentary and supportive programs and responsibilities for the betterment of the Members of Palencia.

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

1. To cause to be kept a complete record of all its acts and corporate affairs.
2. To supervise all officers, agents and employees of the Association to ensure 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 at least 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 three (3) days 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 Palencia 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 established shall specifically contain statements that the assessments shall be considered and the nature of such assessments.

D. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum of Directors is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records of the Association and made a part of the minutes of the 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. All officers shall be members of the Board. All Officers shall be members of the Association, and no Officer of the Association may simultaneously serve as a member of the Marshall Creek or Sweetwater CDD.

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 their 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, see that orders and resolutions of the Board are carried out, and 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 their 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 receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursements 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 their appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year (i.e. calendar 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, 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.

IX. COMMITTEES

A. The standing committees of the Association shall include: the Election Committee, The Finance Committee, the Governing Documents Committee, and the Enforcement Committee. The Election Committee shall be responsible for recommending election protocols and procedures and review the eligibility of candidates for the annual Board election process, and for promoting the election process among Association Members to maximize voter turn-out. The Finance Committee shall review the Association's financial records on an on-going basis and will make recommendations to the Board as they deem appropriate. The Governing Documents Committee shall review all governing documents and make recommendations to the Board as they deem appropriate. The Enforcement Committee shall review Owner violations of any covenant, restriction, rule or regulation of the Association, and may approve fines when applicable, subject to the Enforcement Committee Charter (or similar document), as amended from time to time.

B. The Board shall have the power and authority to appoint other committees as it deems advisable. Any committee appointed by the Board shall consist, at a minimum, of a Chairperson and two (2) or more other members and shall include a member (Liaison) 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 each Member either personally or by sending a copy of the notice through the mail, postage fully prepaid, or by electronic mail (e-mail) to their address appearing on the books of the Association. Updating contact information (home address, email address, and telephone number) is the responsibility of each Member, and notice of the meeting shall be delivered to the addresses on file with the Secretary. Notice of the annual meeting of the Members shall be delivered at least forty-five (45) days in advance. Notice of any other meeting of the Members, 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 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 (as defined by the Articles) holding thirty percent (30%) of the total votes in the Association as established by the Articles shall constitute a quorum at all meetings of the Members.

E. **Electronic Voting.** The Association may conduct elections and other membership votes through an Internet-based online voting system if a Member consents, in writing, to online voting and if the requirements set forth in 720.317, Fla. Stat. (2019) are met.

XII. PROXIES

A. For elections of the Board, each Member may vote in person, electronically, or by mail-in ballot. Elections shall be by secret ballot[2] and no proxies shall be permitted.

B. With the exception noted for elections of the Board, at all meetings of the Members, each Member entitled to vote on any matter may do so in person, by electronic ballot (if provided), or by a limited (but not general) proxy that sets forth the meeting at which the proxy is valid.

C. Limited or General proxies may be used to establish a quorum.

D. 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 their interest in the Property. A proxy is revocable at any time by the proxy giver upon written notice delivered to the Association or by verbal request in person.

XIII. SEAL

The Association shall have a seal in circular form having within its circumference the words: Palencia Property Owners Association of St. Johns County, Inc., not for profit, 2001.

XIV. AMENDMENTS

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[2] A secret ballot is a ballot in which the voter's identity is not known by those reviewing and counting the votes.

A. These Bylaws may be altered, amended, partially restated, or rescinded by a majority vote of the Board at a duly constituted meeting of the Board. Amendments and other changes shall be effective on the date of passage by the Board, and all amendments will be recorded in the public records of St. Johns County, Florida.

B. Any Member in good standing with the Association may propose an Amendment to the Bylaws by presenting their proposed change to the Board at a duly constituted meeting of the Board. Upon receipt, the Board will forward the proposal to the Governing Documents Committee for their review and subsequent recommendation to the Board within sixty (60) days from the date it as originally presented to the Board. The Board will render a decision within thirty (30) days after receipt of the recommendation from the Governing Documents Committee.

C. Any Member in good standing may prepare a written proposed amendment to the Bylaws describing their proposed changes and containing the signatures of fifty (50) or more Members of the Association who are in agreement with the proposed changes. Upon receipt of the written proposal and requisite Member signatures, the Board shall, within sixty (60) days, send a notice to each Member of the Association describing the proposed change along with a ballot (physical or electronic) for voting "yes" or "no" on the proposed amendment. The amendment will become effective if voted on favorably by a majority of votes cast, and ballots are received from a minimum of twenty percent (20%) of the Membership.

XV. INCONSISTENCIES

In the event of any inconsistency between the provisions of these Bylaws and the Declaration, Articles, or the provisions of Chapter 720 of the Florida Statutes, including any amendments thereof, the provisions of Chapter 720, Florida Statues, shall control, followed by the Declaration, and then the Articles.

Appendix A: Palencia Properties with Membership in the PPOA

• Single-Family Homes and Single-Family Vacant Lots	1,113
• Condominiums in Avila	241
• Village Square Residential and Commercial Units	45
• Augustine Island Townhomes and Future Townhomes	40
• Village Center Townhomes	26
• Village Lofts (Live/Work units)	22
• Promenade Condominiums	15
• Commercial units at 605 Palencia Club Drive	2
Total =	1504

{Remainder left intentionally blank}

IN WITNESS WHEREOF, the President and Secretary of Palencia Property Owners Association of St. Johns County, Inc. have executed this certificate on this 26 day of May, 2021.

Witnesses

Shayna Y. Talbert
Signature of Witness 1

Shayna Y. Talbert
Printed

Signature of Witness 2

Hannah Hobson
Printed

Palencia Property Owners Association of St. Johns County, Inc.

Signature of President

Mary P Stritof
Printed

Susan S. Agee
Signature of Secretary

Susan S. Agee
Printed

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 26 day of May, 2021, by Mary P Stritof, as President and by Susan Agee, as Secretary of Palencia Property Owners Association of St. Johns County, Inc., on behalf of the corporation.

MEGAN MALDONADO
State of Florida-Notary Public
Commission # GG 146924
My Commission Expires
September 28, 2021

Megan M
(Signature of Notary Public – State of Florida)
(Print, Type, or Stamp Commissioned Name of Notary Public)
Megan Maldonado

☒ Personally Known or ☐ Produced Identification
Type of Identification Produced: _____.