

PREPARED BY AND RETURN TO:
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CERTIFICATE OF AMENDMENT OF
BYLAWS OF
SAINT JOHNS-SIX MILE CREEK NORTH
PROPERTY OWNERS ASSOCIATION, INC.

The undersigned Officers of Saint Johns-Six Mile Creek North Property Owners Association, Inc. ("Association"), a Florida Not for Profit Corporation organized and validly existing to operate and maintain the Association according to the Declaration of Covenants and Restrictions for Saint Johns-Six Mile Creek North, as originally recorded in O.R. Book 1374 Page 1850, et. seq., as amended, Public Records of St. Johns County, Florida, and Declaration of Covenants and Restrictions for Six Mile Creek North Residential Lots, as originally recorded in O.R. Book 1479 Page 970, et. seq., as amended, Public Records of St. Johns County, Florida, hereby certify and confirm that the following amendments to the Bylaws (originally recorded at O.R. Book 1374 Page 1899, Public Records of St. Johns County, Florida) of the Association were approved unanimously by the board of directors of the Association, at a duly and properly noticed meeting of the board of directors held on October 21, 2019. The undersigned certifies that the amendments were proposed and adopted in accordance with the governing documents of the Association and applicable law.

IN WITNESS WHEREOF, Saint Johns-Six Mile Creek North Property Owners Association, Inc., has caused this Certificate of Amendment to be duly executed in accordance with the authority hereinabove expressed as of the date and year first above written.

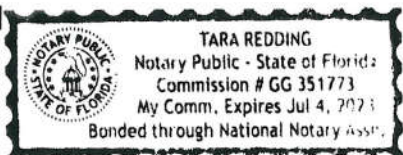
SAINT JOHNS-SIX MILE CREEK PROPERTY OWNERS ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: [Signature]
Name: Steve Berry
Title: Vice-President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was sworn to and subscribed before me this 25 day of November, 2019, by Steve Berry as Vice-President of Saint Johns-Six Mile Creek North Property Owners Association, Inc, who is [X] personally known to me or [] has produced as identification.

[Notary Seal]



[Signature]
Notary Public
Printed Name: Tara Redding
My Commission Expires: July 4, 2023

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Amendments to Bylaws:

~~Strikethrough~~ – denotes deletions from current text

Underline – denotes proposed additions

II. LOCATION OF PRINCIPAL OFFICE.

The office of the Saint Johns- Six Mile Creek North Property Owners Association, Inc. ("Association") shall be at ~~101 E. Town Place Suite 200, St. Augustine, Florida 32092, or such other place as may be established by resolution of the Board of Directors of the Association from time to time.~~

IV. BOARD OF DIRECTORS

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 the vacant board seat 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 upon petition in accordance with Section C of this Article V. The Nominating Committee shall make as many nominations as it shall in its discretion determine. All Members of the Association who are eligible to serve as a director pursuant to Florida law and the governing documents of the Association shall be eligible to run for a position on the Board of Directors. The Board of Directors shall establish the practices and procedures by which all elections shall occur. Such practices and procedures shall be in accordance with the laws of the State of Florida. Directors shall serve a term of two (2) years and such terms shall be staggered as provided in the Articles of Incorporation.~~

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. ~~Petitions for nominees shall be accepted if signed by Members representing one third (1/3) of the total votes held by the Members other than the Developer, and if received by the Secretary of the Association not less than thirty (30) days prior to the date fixed for the annual meeting of the Members. 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.~~

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D. 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 no 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) and~~ set forth the names of those nominated who have qualified 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.

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; 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, if such employment is permitted under Florida law.

VII. DIRECTORS MEETINGS.

A. Regular meetings of the Board shall be held, at a minimum, quarter on such date and at such time as the Board may establish. Notice of such meetings is hereby waived.

B. Special meetings of the Board shall be held when called by the President or Vice President or the Association or by any two (2) Directors, after no less than three (3) days notice to each Director and notice to the Members as required by Florida law.

C. Meetings of the Board of Directors shall be open to all Members as required by Florida law. ~~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 established, shall specifically contain a statement that the assessments shall be considered and a statement of 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 is present and, 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~~

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~~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. ASSOCIATION 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 (hereinafter collectively referenced as "Officers"). All Officers must be Members in good standing of the Association and shall serve at the pleasure of 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.

Any 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 until the next election of directors, at which time the new Board shall elect new Officers as identified in these Bylaws. ~~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 on behalf of the Association.

F. The Vice President(s), ~~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 ~~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 ~~title~~ 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 maintain an up to date listing of all ~~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 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.

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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 annual budget and an annual balance sheet, both of which statement, and the budget and balance sheet statement shall be open for inspection upon reasonable request by any Member.~~

II. 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 community association management company or community association manager, provided, however, that such property community association management company or community association manager shall at all times be subject to the supervision and control of the Board of Directors.

IX. BOARD COMMITTEES

A. ~~There are two standing committees of the Association, shall be the Nominating Committee and the Architectural Review Committee and the Enforcement Committee, which Board. The Nominating Committee and Architectural Review Board shall have the duties, authority and functions as described in the Declaration or as otherwise prescribed by the Board of Directors or the laws of the State of Florida, and as elsewhere described in these Bylaws.~~

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

XI. MEETINGS OF ASSOCIATION MEMBERS.

A. The annual meetings of the Members shall be held prior to March 1st 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 Board 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 as required by Florida law. 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.~~ Each Member shall be responsible for registering their official his address of record with the Association, any electronic mail address, and telephone number with

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~~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 forty-five (45) 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. Quorum of Membership shall be determine as provided in Florida Statute Section 720.306 (1)(a), as amended from time to time. ~~The presence in person or by proxy, of the Members holding sixty percent (60%) 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 also be used for votes taken to amend 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 at a meeting of the Members, or by a written ballot that each Member personally casts that was sent to Members prior to the meeting and returned to the Association on or before balloting is closed, as provided by Florida law.~~

XIV. AMENDMENTS.

~~These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly constituted 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, unless required by Florida law.~~