

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
THOMAS M. JENKS, ESQ.
GUNSTER, YOAKLEY & STEWART, P.A.
1 INDEPENDENT DRIVE, SUITE 2300
JACKSONVILLE, FLORIDA 32202

NOTICE OF AMENDMENT TO BYLAWS
OF
HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS' ASSOCIATION, INC.

HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS' ASSOCIATION, INC., a Florida non-profit corporation (the "Association") hereby gives notice that the Association's Bylaws have been amended as more particularly described on **Exhibit A** attached hereto and made a part hereof. The attached amendment to the Association's Bylaws was approved by not less than a majority of the Association's Board of Directors at a duly called meeting of the Board of Directors held on October 26, 2023 in the manner prescribed by Article XIV of the Association's Bylaws.

Signed, seal and delivered
in the presence of:

**HARBOUR ISLAND AT MARSH
LANDING HOMEOWNERS'
ASSOCIATION, INC.**, a Florida non-profit
corporation

Noelle Salomon
Print Name: Noelle Salomon

By: Rhedy Rowe
Print Name: RHEDY ROWE
Title: PRESIDENT

[Signature]
Print Name: APRILLIMONS

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of physical presence or online notarization by means of physical presence or online notarization this 1st day of Nov., 2023, by Rhedy Rowe, the President of **HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS' ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of the corporation.

Peggy M. Paris
Notary Public, State of Florida at Large
Print Name: Peggy M. Paris
Commission # HH 317592
My Commission Expires: 10/17/26
He/she is [check one]: Personally Known OR Produced ID
Type of Identification Produced: _____



EXHIBIT A**SECOND AMENDED AND RESTATED BYLAWS****OF****HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS' ASSOCIATION, INC.****ARTICLE I. - NAME AND LOCATION**

The name of the corporation is Harbour Island at Marsh Landing Homeowners' Association, Inc., hereinafter referred to as the "Association". The present principal office of the corporation shall be located at 4200 Marsh Landing Boulevard, Suite 200, Jacksonville Beach Florida 32250, but meetings of Members and directors may be held at such places within St. Johns or Duval County, Florida, as may be designated by the Board of Directors.

ARTICLE II. -DEFINITIONS

All capitalized terms set forth herein, except as specifically set forth herein, shall have the same meaning and definition as set forth in the Declaration of Covenants, Restrictions, Conditions and Easements of Harbour Island at Marsh Landing, recorded in Official Records Book 997, page 1273 of the public records of St. Johns County, Florida, as amended by that certain First Amendment to Declaration of Covenants recorded at Official Records Book 1040, page 1440 of the public records of St. Johns County, Florida, as amended by that certain Second Amendment to Declaration of Covenants recorded at Official Records Book 1155, page 384 of the public records of St. Johns County, Florida, as amended by that certain Third Amendment to Declaration of Covenants recorded at Official Records Book 1246, page 477 of the public records of St. Johns County, Florida, as amended by that certain Fourth Amendment to Declaration of Covenants recorded at Official Records Book 1307, page 996 of the public records of St. Johns County, Florida, as amended by that certain Amended and Restated Amendment to Declaration of Covenants, recorded in Official Records Book 2092, page 1575, of the public records of St. Johns County, Florida, and as amended by Fifth Amendment to Declaration of Covenants recorded in Official Records Book 2674, page 348, of the public records of St. Johns County, Florida, as may be further amended and as further supplemented from time to time (collectively, the "Declaration").

ARTICLE III. MEETING OF MEMBERS

Section A. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association and each subsequent regular meeting of the Members shall be held annually on such date and time as shall be determined by the Board of Directors.

Section B. Special Meeting. 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 one-quarter (1/4) of the Class A or Class C Members.

Section C. Notice of Meeting.

1. Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days but no more than ninety (90) days before such meeting to each Member, the notice shall be addressed to the Member's address last appearing on the books of the Association for the purpose of notice or the address supplied by the Member to the Association. Said notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

2. Any Member may, in writing signed by such Member, waive such notice and such waiver, when filed in the records of the Association whether before, at or after the holding of the meeting, shall constitute notice to such Member.

Section D. Quorum. The presence at the meeting of Members entitled to vote, or of proxies entitled to vote twenty percent (20%) of the votes of each class of membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, until a quorum as aforesaid shall be present or be presented.

Section E. Proxies. When entitled to vote, each Lot and each Yacht Basin Mooring Slip shall be entitled to one (1) vote. If more than one person owns a Lot or Yacht Basin Mooring Slip, the applicable vote shall be cast as such owners shall determine, but in no event shall more than one (1) vote be cast for such Lot or Yacht Basin Mooring Slip. If an Owner owns more than one (1) Lot or Yacht Basin Mooring Slip, such Owner shall be entitled to one (1) vote for each Lot or Yacht Basin Mooring Slip such Owner owns. Provided however, if an Owner owns a Lot and all or a part of an adjacent Lot, which it occupies as a single building plot, the Owner shall have only one (1) vote for such Lot and partial Lot. Notwithstanding any provision of this Section E to the contrary, owners of Lots with Appurtenant Yacht Mooring Slips shall have one (1) vote for the applicable Appurtenant Yacht Mooring Slips and Lots combined.

At all meetings of the Members, each Member may vote in person or by limited proxy. All proxies shall be in writing and filed with the Secretary. Members may not vote by general proxy, but may vote by limited proxy. Limited proxies may be used to establish a quorum. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period of longer than ninety (90) days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Member who executes it.

Section F. Waiver and Consent. Whenever the vote of Members at a meeting is required or permitted, the meeting and vote may be dispensed with if the applicable percentage of the Members who would have been required to vote upon the action if such meeting were held, shall consent in writing to such action being taken. Copies of any such written consents shall be kept as part of the Association's official records.

ARTICLE IV. - BOARD OF DIRECTORS

Section A. Number. The affairs of this Association shall be managed by a Board of Directors of at least three (3) but not more than nine (9) Directors, who need not be members of the Association. The number of Directors shall be fixed by the Board of Directors from time to time but prior to the initiation of the annual nomination and election process.

Section B. Term. Each Director shall hold office for a term of three (3) years. Provided, however, in connection with the initial election of Directors by the Class A and C members, the terms of the persons elected shall be staggered so that for the first three (3) years one-third (1/3) of the Directors are to be voted upon each year. All Directors shall be elected in accordance with the applicable provisions contained in the Articles of Incorporation and these Bylaws.

Section C. Method of Nomination. All Members who are by law qualified to serve as Directors may file a written intention to run with the Association by the deadline for such filing which shall be established by the Board on an annual basis.

Section D. Election. Elections shall be by written ballot. The Members may cast, in respect to each vacancy, as many votes as they are entitled for each vacancy on the Board of Directors. In elections of Directors, Members may vote in person at a meeting of Members or by mail, in each case by a ballot that the Member personally casts. Cumulative voting is not permitted.

Section E. Removal. Any Director may be removed from the Board of Directors, with or without cause, in the manner prescribed by law. If there is a death, resignation or removal of a Director, a successor shall be selected as provided in the Articles of Incorporation who shall serve for the unexpired term of his predecessor.

Section F. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of such Director's duties.

Section. G. Action Taken Without a Meeting. Only to the extent permitted by law, the Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section H. Failure to Fill Vacancies. If there is a failure to fill vacancies on the Board of Directors sufficient to constitute a quorum, any Member may apply to the circuit court that has jurisdiction over the Property for the appointment of a receiver to manage the affairs of the Association. At least thirty (30) days before applying to the circuit court, the Member shall mail to the Association and post in a conspicuous place near the entrance to the Marsh Landing community, a notice describing the intended action, giving the Association the opportunity to fill the vacancies. If during such time, the Association fails to fill the vacancies, the Member may proceed with the petition. If a receiver is appointed, the Association shall be responsible for the salary of the receiver, court costs, and attorney's fees. The receiver shall have all powers and duties of a duly constituted board of directors and shall serve until the Association fills the vacancies sufficient to constitute a quorum.

ARTICLE V. - MEETING OF DIRECTORS

Section A. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Notice of any meeting in which Assessments against Lot are to be established shall specifically contain a statement that Assessments shall be considered and statement of the nature of such Assessments.

Section B. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each Director.

Section C. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section D. Notice. Meetings of Board of Directors shall be open to all Members. Notice of meetings of the Board of Directors and committees that are required by law to provide notice, shall be posted in a conspicuous location near the entry gates to the Marsh Landing community without agendas. Such notices with the applicable agendas shall be posted on the Association's website and electronic mail notices with a link to the website containing the notices and applicable agenda shall be provided to those Members who have authorized receipt of notice by electronic mail. Notice of any meeting in which Assessments to be considered shall specifically contain a statement that Assessments shall be considered and description of the nature of such Assessments.

ARTICLE VI. - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section A. Powers. The Board of Directors shall have power to:

1. Exercise for the Association all powers, duties and authority vested in or delegated to this Association not expressly reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
2. Employ a property manager, bookkeeper, independent contractor or such other employees as its deems necessary and to prescribe their duties; and
3. Adopt and publish rules and regulations governing the use of the Common Property, the personal conduct of the Members and their invitees, and all other subjects reasonably contemplated by the Association's governing documents.

Section B. Duties. The Board of Directors shall have the following duties:

1. Cause to be kept a complete record of all its corporate affairs, make such records available for inspection by any Member or his agent, and present an annual statement thereof to the Members.
2. Supervise all officers, agents and employees of the Association and see that

their duties are properly performed.

3. Issue or cause an appropriate officer to issue, upon demand by any Member, a certificate setting forth whether or not any Assessment has been paid and giving evidence thereof for which a reasonable charge may be made. If such certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment.

4. Designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such account on behalf of the Association, and cause persons to be bonded, if, in the sole discretion of the Board of Director, it may deem appropriate.

5. Prepare the proposed annual budget, submit the same to the membership for comments, and approve the annual budget.

6. Fix Annual Assessments and Special Assessments in an amount sufficient to meet the obligations imposed by the Declaration.

7. Send written notice of each Assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of the Annual Assessment or of the first installment thereof.

8. Cause the lien against any Lot or Yacht Mooring Slip for which Assessments are not paid within thirty (30) days after due date to be foreclosed or cause an action at law to be brought against the Owner personally obligated to pay the same, in the manner prescribed by law.

9. Cause the Common Property to be maintained in accordance with the Declaration.

10. Procure and maintain adequate liability and hazard insurance on all Common Property owned by the Association, and such other insurance as the Board of Directors deems necessary or as may be required by the Declaration.

11. Appoint such committees as prescribed herein and such other committees as the Board of Directors may, from time to time, deem necessary or appropriate.

12. Enforce and administer all of the provisions of the Declaration and the Association's rules and regulations by all means permitted by law.

13. Retain minutes of all meetings of Members and of the Board of Directors in a businesslike manner, which shall be available for inspection by Members, or their authorized representatives, and Board of Directors members at reasonable times, for a proper purpose, which records shall be retained for at least seven (7) years.

ARTICLE VII. – OFFICERS AND THEIR DUTIES

Section A. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such officers as the Board of Directors may from time to time by resolution create, which officers need not be members of the Association.

Section B. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section C. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine.

Section D. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

Section E. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, 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.

Section F. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer.

Section G. Multiple Offices. The offices of President and Secretary and the offices of President and Vice President may not be held by the same person.

Section H. Duties. The duties of the officers are as follows:

1. President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments as the Board of Directors may approve from time to time.

2. Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

3. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records listing the Members together with their addresses and shall perform such other duties as required by the Board of Directors.

4. Treasurer. 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 of Directors; keep proper books of account; cause an annual review or audit of the Association books to be made by public accountant at the completion of each fiscal year in the manner prescribed by law; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Board of Directors and to the membership at their regular annual meetings.

ARTICLE VIII. – COMMITTEES AND FINES

Section A. The Board of Directors shall appoint such committees as are provided in the Declaration and shall appoint other committees as deemed appropriate in carrying out its duties and purposes. Without limiting the generality of the foregoing, the Board shall have the right to appoint the Harbour Island Covenants Committee (the "HICC") which shall be appointed in accordance with the provisions of Section 720.305, Florida Statutes (2023). The role of the HICC shall be as described in said statute.

Section B. The Board shall have the right to levy reasonable fines as contemplated by Section 720.305, Florida Statutes (2023), provided however, for a continuing violation, a fine may exceed One Thousand and No/100 Dollars (\$1,000.00) in the aggregate. In connection with the levy and imposition of any fine, the Board shall follow the procedures set forth in said statute.

ARTICLE IX. – ASSOCIATION RECORDS

The Association shall maintain as its official records, all of the items enumerated in Section 720.303(4), Florida Statutes, as the same may be amended from time to time which shall include without limitation, the financial reports required Section 720.303(7), Florida Statutes, as the same may be amended from time to time. Without limiting the generality of the foregoing, the Association's financial records shall include, but are not limited to:

1. Accurate, itemized, and detailed records of all receipts and expenditures reconciled against the applicable annual budget.
2. A current and a periodic statement of the account for each Member of the Association, designating the name of the Member, the due date and amount of each Assessment, the amount paid upon the account, and the balance due.
3. An income statement and balance sheet.

ARTICLE X. AMENDMENT

These Bylaws may be amended at a regular or special meeting of the Board of Directors by a majority vote of the Directors.

ARTICLE XI. CORPORATE SEAL

The Association shall have a seal in circular form having, within its circumference, the name of the Association, the word "Florida", the words "Corporation not-for-profit and the year

of incorporation. An impression of the seal is affixed below.

ARTICLE XII. - MISCELLANEOUS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall prevail. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall prevail.

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of the same year.

These Second Amended and Restated Bylaws of Harbour Island at Marsh Landing Homeowners' Association, Inc. were approved by a majority of the Board of Directors at a meeting held on the 26th day of October, 2023. These Second Amended and Restated Bylaws shall replace and supersede any and all prior versions of the Association's Bylaws.