

This instrument prepared by:
Rachel R. Taube, Esq.
CRABTREE LAW GROUP, P.A.
8777 San Jose Blvd.
Building A, Suite 200
Jacksonville, Florida 32217

**CERTIFICATE OF ADOPTION OF SECOND AMENDED AND RESTATED BYLAWS
FOR
HUNTERS RIDGE OWNERS ASSOCIATION, INC.
A Florida not for profit corporation**

NOTICE IS HEREBY GIVEN that pursuant to Article Eleven of the Articles of Incorporation of Hunters Ridge Owners Association, Inc. (the "Association"), as filed with the Secretary of State of Florida on April 18, 1994, the Association has adopted and hereby adopts the Second Amended and Restated Bylaws attached hereto and that consent of not less than a majority of the Board of Directors of said Association was obtained at a meeting of the Board of Directors held on May 23, 2017.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this October 11, 2017.

WITNESS

ASSOCIATION:

HUNTERS RIDGE OWNERS ASSOCIATION,
INC., a Florida Not for Profit Corporation

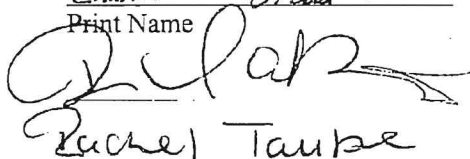


By: Calvin Rollins

Its: President



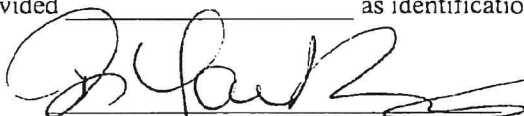
Charles W. Brown Jr.
Print Name



Rachel Taube
Print Name

STATE OF FLORIDA
COUNTY OF DUVAL

11 The foregoing Amendment was sworn to, subscribed and acknowledged before me this
day of October, 2017, by Calvin Rollins, as President for Hunters Ridge Owners
Association, Inc., a Florida Not for Profit Corporation, on behalf of said corporation. Calvin
Rollins ☒ is personally known to me or [] provided _____ as identification
and did take an oath.



Notary Public, State of Florida
(seal)



SECOND AMENDED AND RESTATED BYLAWS
OF
Hunters Ridge Owners Association, Inc.
A Florida Corporation Not for Profit

ARTICLE I
NAME AND LOCATION

A. Applicability. These are the Second Amended and Restated Bylaws of Hunters Ridge Owners Association, Inc. (the "Association"), a Florida corporation not for profit organized pursuant to the provisions of Chapter 617 and 720, Florida Statutes.

The purpose and object of the Association shall be to administer the operation and management of the Association. All Members of the Association, and their invitees, including, without limitation, all present or future owners and tenants of Lots in the Subdivision and other persons using the Lots in any manner, are subject to these Bylaws, all covenants running with the land and the Articles.

B. Office. The office of the Association shall be at 12620-3 BEACH BLVD #301, JACKSONVILLE, FL 32246, 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 be the first day of January through the Last day of December.

D. Seal. The seal of the Association shall bear the name "Hunters Ridge Owners Association, Inc." the word "Florida," the words "Corporation Not for Profit," and the year of incorporation.

ARTICLE II
DEFINITIONS

The following definitions shall apply wherever the terms appear in these Bylaws:

(a) "Association" shall mean and refer to Hunters Ridge Owners Association, Inc.

(b) "Association Rules and Regulations" shall mean and refer to the rules, regulations and policies adopted by the Board of Directors as the same may be amended from time to time.

(c) "Board of Directors" shall mean and refer to the board of directors of the Association.

(d) "Charges" shall mean and include all General, Special and Lot Assessments.

(e) "Common Area" or "Common Areas" shall mean and refer to all

real and personal property now or hereafter owned by the Association which is intended for the common use and enjoyment of all of the owners within the Property. To the extent such facilities have been constructed, the Common Areas shall include, without limitation, Common Roads, walkways, multi-purpose trails, street lighting, signage, access, utility and drainage easements and related facilities.

(f) "Developer" or "Declarant" shall mean and refer to Heritage Land Group, Inc. or such other entity owning all or a portion of Hunters Ridge subdivision which has been specifically assigned the rights of Developer hereunder and any assignee thereof which has had the rights of Developer similarly assigned to it. The Developer may also be an Owner for so long as the Developer shall be record owner of any Lot as defined herein.

(g) "Lot" shall mean and refer to any plot of land intended as a site for a House, whether or not the same is then shown upon any duly recorded subdivision plat of the Property. Upon construction of House, the term "Lot" as used herein shall include the House and Yard.

(h) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot. Owner shall not include those having an interest merely as security for the performance of an obligation. In the event that there is a contract for deed covering any Lot, the Owner of such parcel shall be the purchaser under said contract, and not the fee simple title holder.

ARTICLE III MEMBERSHIP, VOTING QUORUM, PROXIES

A. Section 1. A lot may be owned by one or more natural persons or an entity other than a natural person.

Section 2. Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from title to any Lot except as provided for herein.

B. Quorum and Approval. A quorum at meetings of Members shall consist of persons entitled to cast at least 10% of the votes of Members, such votes shall be considered present if in person or by proxy. Unless set forth to the contrary "approval of the Members" shall be deemed to be approval by the majority of votes at a meeting of Members at which a quorum, as determined above, is present or the written consent of the majority of all votes in the Association.

C. Proxies and Written Consent. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable and shall

automatically be terminated upon conveyance of the Lot by the Member. Every proxy shall be revocable at any time at the pleasure of the Member executing it. Written consents shall be signed statements by the Member designating its vote on any matter before the Association. Faxed proxies shall be valid.

ARTICLE IV
MEMBERS' MEETING

A. Annual Meeting. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of Members shall be held on the same day of the same month of each year unless changed by the Board. The annual meeting of the Members shall be held in Duval County, Florida, and at such time as may be specified in the notice of the meeting, for the purpose of electing Directors and of transacting any other business authorized to be transacted at the annual Members' meeting is the election of Directors, the meeting may be waived by majority vote of the Board of Directors and the election may be held written ballot by written consent.

B. Special Meeting. Special meetings of the entire Membership of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, or by one-fourth (1/4) of all votes of the Membership.

C. Notice of Meetings.

(1) Generally. Written notice of all meetings of Members shall be given by or at the direction of the Secretary or, in the absence of the Secretary, another officer of the association, to each Member, unless waived in writing. Each notice shall be mailed to the Members and shall state the time, place, day and hour of and purpose for which the meeting is called, which notices shall be given not less than fifteen (15) days in advance of such meeting.

(2) Waiver. 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.

(3) Adjourned Meetings. If any meeting of Members 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.

D. Presiding Officer and Minutes. At meetings of Members, the President, shall preside. Minutes shall be kept in a

businesslike manner and available for inspection by Directors, Members and their authorized representatives during normal business hours at the principal office of the Association.

E. Order of Business. The order of business at annual meetings of Members, and, as far as practical, at other meetings of Members shall be:

- (1) Calling of the roll and certifying of proxies;
- (2) Proof of notice of meeting or waiver of notice;
- (3) Reading or waiver of reading of minutes of previous meeting of Members;
- (4) Reports of officers;
- (5) Reports of committees;
- (6) Appointment by Chairman of inspectors of election;
- (7) Election of Directors;
- (8) Unfinished business;
- (9) New Business;
- (10) Adjournment.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

A. Number. The affairs of this Association shall be managed by a Board of no less than three and no more than seven directors who must be Members of the Association.

B. Term of Office. All Directors shall be elected for two (2) year staggered terms; Directors may succeed themselves. Board Seats # 1, 2 and 3 (presently held by Calvin Rollins, Kathy Grossman, and William Daugherty): "Two Year Term" commenced at the 2017 Annual Meeting, then every two years thereafter. Board Seats # 4 and 5 (presently held by Jennifer Maki and Bruce Sherman): "Two Year Term" shall commence at the 2018 Annual Meeting, then every two years thereafter.

C. Removal. Directors may be removed from office with or without cause by the majority vote of the total voting interests of the Association. If there is a death, resignation or removal of a director, his successor shall be selected as provided herein and in the Articles and he shall serve for the unexpired term of his predecessor.

D. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

E. Action Without a Meeting. The Board shall have the right

to take any action in the absence of a meeting which it might take at a meeting of the Board provided that there is written approval of all the Directors. A record of all such action so taken, signed by each Director, shall be filed and retained in the minute book of the Association. Any action so approved shall have the same effect as though taken at a meeting of Directors.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

A. Nomination of Directors. The Members of the Association shall nominate persons to fill the total number of Directorships to be elected. A qualified member desiring to be elected to the Board of Directors may be nominated from the floor at the annual meeting of the members and may give notice of their intent to be a candidate for any vacancy on the Board of Directors by providing written notice at least thirty (30) days prior to the date fixed for the annual meeting. The written notice provided to the Board of Directors in advance of the election may include a one (1) page informational sheet to be included with the mailing of any subsequent notice of the annual meeting of the members.

B. Election. Election to the Board shall be made on a written ballot 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 on the Board of Directors to be filled by the vote of the Members, and, (ii) set forth the names of those qualified candidates desiring to fill such vacancy. Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation. In the election of Directors, there shall be appurtenant to each lot one (1) vote for each Director to be elected. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Vacancies on the Board may be filled, through the unexpired term thereof, by the remaining Directors.

ARTICLE VII
MEETINGS OF DIRECTORS

A. Organizational Board Meeting. The organizational meeting of a newly elected or designated Board shall be held within fifteen (15) days of its election or designation and no further notice of the organizational meeting shall be necessary, provided that a quorum of Directors shall be present.

B. Regular Board Meeting. Regular meetings of the Board may be held at such times and places as shall be determined from time

to time by a majority of the Directors. Provided, however, that if the meetings are held on the regularly established day and time, no further notice is required.

C. Special Meetings. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of majority of the Directors. Except in any emergency, 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.

D. Quorum and Approval. 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. If any meeting of the Board cannot be held because a quorum is not present, the Directors who are present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting, as originally called may be transacted at the adjourned meeting without further notice. Any meeting of the Board of Directors shall be in accordance with Chapter 720, Florida Statutes, as may be amended from time to time.

E. Action Taken without a meeting. 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 the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

F. Board Minutes. Minutes of all meetings of the Board shall be kept in a business-like manner and available for inspection by Members and Directors during normal business hours at the principal office of the Association. The Association shall retain these minutes for a period of not less than seven (7) years.

G. 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.

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

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. General. All of the powers and duties of the Association shall be exercised by the Board, including those existing under the laws of Florida, the Articles and these Bylaws, except to the extent such powers are specifically reserved to the Membership. Such powers and duties shall be exercised in accordance with the Articles and these Bylaws.

B. Powers. The Board shall be deemed to have all the powers of the Association.

C. Duties. The Board shall be deemed to have the following duties:

(1) Make, levy and collect Assessments of such types and on such bases in the exercise of the powers and duties of the Association and as provided in the Declaration. In such regard the Board shall fix the amount of the Annual General Assessment against each Lot at least thirty (30) days in advance of each fiscal year, send written notice of each Assessment to every Member subject thereto at least thirty (30) days in advance of each Assessment period and issue or cause to be issued, upon request, a certificate setting forth whether or not any Assessments have been paid;

(2) Foreclose the lien against any Lot for which Assessments are not paid as required or bring an action at law against the Member personally liable;

(3) Properly maintain and repair the Common Area and Common Roads whenever the same is deemed to be prudent for the benefit of Members;

(4) Supervise all officers, agents and employees of the Association;

(5) Cause to be kept a complete record of all the Association's acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting; and,

(6) Perform such other duties not contrary to the limits, if any, set forth in the Articles and Bylaws.

ARTICLE IX
OFFICERS AND THEIR DUTIES

A. Enumeration of Officers. The officers of this Association shall be president and vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

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.

C. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless such officers shall sooner resign, or shall be removed, or otherwise disqualified to serve.

D. Special Appointments. The Board 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 may, from time to time, determine.

E. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officers 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, the 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. Multiple Offices. The offices of secretary and treasurer or the offices of vice president and assistant secretary may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices.

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

(1) President. The President shall be the chief executive officer of the Association. He shall preside at all the meetings of the Board and shall see that orders and resolutions of the Board are carried out. He shall have all of the powers and duties which are usually vested in the office of President of a corporation not for profit. He shall have such additional powers as

the Board may designate.

(2) 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.

(3) Secretary. The secretary shall record the votes and keep the minutes of all proceedings of the Board and the Members, attend to the affairs of the Association, record the votes, keep the corporate seal, serve notice of meetings, keep all corporate minutes, and shall have such additional powers as the Board may designate.

(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 and in accordance with the budget determined annually, shall keep proper books of accounts, cause an annual audit to be made and shall cause a statement of income and expenditures to be presented to the Membership at its regular annual meeting and deliver a copy to each Member.

I. Compensation and Conflict of Interest. No compensation shall be paid to any officer of the Association except with the approval of the Members. Nothing herein shall be construed so as to prohibit or prevent the Board of Directors from employing any Director or officer as an employee of the Association at such compensation as the Board shall determine, nor shall anything herein be construed so as to preclude the Board from contracting with a Director or officer or with any corporation in which a Director or officer of the Association may be stockholder, officer, Director or employee, for the management of the Property for such compensation as shall be mutually agreed between the Board and such officer, Director or corporation, for the purpose of making available to the Members such services as are contemplated by the provisions of the Articles of Incorporation or of these Bylaws. It is expressly contemplated that the first Board of Directors may enter into such contracts with persons who are initial officers or Directors of the Association, or with corporations having officers, Directors or employees who are also Members of the first Board of Directors of the Association.

ARTICLE X FISCAL MANAGEMENT

A. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer and in

accordance with standard accounting procedures. Written summaries shall be supplied at least annually to Members. Such records shall include, but not be limited to:

- (1) A record of all receipts and expenditures.
- (2) A Balance sheet.

B. Inspection of Books. Financial reports and the Membership records shall be maintained in the office of the Association and shall be available to Board of Directors for inspection and shall be open for inspection upon reasonable request by any Member during normal business hours in accordance with Chapter 720, Florida Statutes, as may be amended from time to time. The Association shall issue an annual financial report to Members.

C. Annual Budget. The Board shall adopt, for, and in advance of, each fiscal year, a budget showing the estimated cost of performing all of the functions of the Association for the year. Each budget shall show the total estimated expenses of the Association for that year and shall contain an itemized breakdown of the Association expenses, taxes on Association property, if any, wages and salaries of Association employees, management, legal and accounting fees, office supplies and any reserve account and/or funds which may be established from time to time by the Board. Each budget shall also show the proportionate share of the total estimated expenses to be assessed against and collect from the Members and due date(s) thereof. Nothing herein contained shall be considered as a limitation upon the levying of an Emergency Assessment in the event that any budget originally adopted shall appear to be insufficient to pay the costs and expenses of operation and management or in the event of emergencies.

D. Notice of Adopted Budgets. Upon adoption of a budget, the Board shall cause written copies thereof to be delivered to all Members. Assessments shall be made against Members pursuant to procedures established by the Board, and in accordance with terms of the Declarations and Articles, provided, however that the lien or lien rights of the Association shall not be impaired by failure to comply with procedures established pursuant to these Bylaws.

E. Assessments. The Board of Directors shall determine, from time to time, the due date(s) for payment of installments of the Annual Assessments. If an Annual General Assessment is not adopted as required, an Assessment shall be presumed to have been made in the amount of the last prior Assessment, until changed by an amended Assessment. In the event the Annual General Assessment proves to be insufficient, the budget and Assessments may be amended at any time by the Board of Directors. Nothing herein shall

serve to prohibit or prevent the Board of Directors from imposing a lump sum Special Assessment in case of any immediate need or emergencies.

F. The Depository. The depository of the Association shall be such bank or banks or savings and loan association or associations as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks or withdrawals signed by such persons as are authorized by the Directors, provided that any management agreement 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.

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

ARTICLE XI PARLIAMENTARY RULES

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

ARTICLE XII AMENDMENTS TO BYLAWS

A. Procedure. These Bylaws may be amended, altered or repealed by majority of the Board of Directors consistent with the powers vested in the Board of Directors by the Articles of Incorporation.

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

ARTICLE XIII 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 in accordance with Chapter 720, Florida Statutes, as may be amended from time to time. The Articles of Incorporation and the 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. The Association shall retain

the minutes of all meetings of the Members and the Board of Directors for not less than seven (7) years.

ARTICLE XIV
COMMITTEES

The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose.

The foregoing were adopted as the Second Amended and Restated Bylaws of Hunters Ridge Owners Association, Inc., a Florida Corporation not for profit, at the meeting of the Board of Directors on the 11th day of October, 2017.



President



Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

THAT the foregoing Bylaws constitute the Second Amended and Restated Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 11th day of October, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf of said Association this 11th day of October, 2017.



Secretary