

**OAKBROOK PROPERTY OWNERS'**  
**ASSOCIATION, INC.**

**RESTATED BY-LAWS**

**(As Approved December 16, 2012)**

**SECOND AMENDED AND RESTATED BY-LAWS**  
**OF**  
**OAKBROOK PROPERTY OWNERS' ASSOCIATION, INC.**  
**(A Non-Profit Corporation)**

**ARTICLE I**

**GENERAL**

Section 1. THE NAME: The name of the corporation shall be "Oakbrook Property Owners' Association, Inc." (hereinafter referred to as the Corporation).

Section 2. PRINCIPAL OFFICE: The principal office of the Corporation shall be at 3290 Kings Road South, St. Augustine, Florida 32086, or at such other place as may be subsequently designated by the Board of Directors for the Corporation.

Section 3. RESIDENT AGENT: For the purpose of service of process the Corporation shall designate a resident agent or agents, which designation may be changed from time to time, and his or their office shall be deemed an office of the Corporation for the purpose of service of process.

Section 4. DEFINITIONS: As used herein, references to the lots, tracts or parcels of land shall mean the same as in the various Declarations of Restrictions, affecting property located in Oakbrook, St Johns County, Florida, (hereinafter referred to as the "Restrictions"). The Owners of each lot will be considered the owner of fee simple to each respective lot.

## ARTICLE II

### DIRECTORS

Section 1. NUMBER AND TERM: This Corporation shall be governed by a Board of Directors consisting of five (5) persons who shall be elected annually by the members who are entitled to vote at said meeting. Effective with the annual meeting vote in 2012, the two individuals receiving the highest number of votes will serve for a term of two (2) years and the three individuals receiving the next highest number of votes will serve for a term of one (1) year. Thereafter, all directors will serve for terms of two (2) years.

Section 2. VACANCY AND REPLACEMENT: Except as otherwise set forth herein and in the Articles of Incorporation, if the office of any director or directors becomes vacant by reasons of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining directors shall choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 3. REMOVAL: Except as otherwise set forth herein and in the Charter, directors may be removed pursuant to procedures established under Chapters 617 and 720, Florida Statutes, as amended from time to time.

Section 4. POWERS: The property and business of the Corporation shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by statute, the Articles of Incorporation, these By-Laws or the Restrictions. The powers of the Board of Directors (but not the requirements) shall specifically include, but shall not be limited to the following:

A. To make and collect fees as set forth in the Restrictions, and establish the time within which payment of same are due subject, however, to the requirements set forth in the Restrictions;

B. To use and expend the fees collected for those purposes set forth in the Restrictions;

C. To purchase the necessary furniture, equipment and tools necessary or incidental to the business and purposes of the Corporation;

D. To enter into and upon the lots and building sites when necessary and with as little inconvenience to the owner as possible in connection with the maintenance of lawns and enforcement of the Restrictions;

E. To collect delinquent fees by suit or otherwise;

F. To employ such personnel as may be necessary or incidental in order to carry out the purposes and functions of the Corporation;

G. To enter into such contracts and bind the Corporation thereby as the Board of Directors may deem reasonable in order to carry out the powers and functions of the Board of Directors;

H. To make reasonable rules and regulations related to the operation and use of Lots or Common Areas, and such sanctions for non-compliance therewith, and to establish criteria for architectural approval as needed or as may be amended from time to time;

L. To appoint the members of the Architectural Design Committee from time to time as set forth in the Restrictions.

Section 6. COMPENSATION: Directors and officers shall not receive compensation for their services, but may receive reimbursement for so-called "out-of-pocket" expenses incurred in the actual performance of their duties.

Section 7. MEETING: The first meeting of each newly elected Board shall be held immediately upon adjournment of the annual meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable.

B. Special meetings shall be held whenever called by the direction of the President or a majority of the Board, or twenty percent (20%) of voting members. The Secretary shall give notice of each special meeting either personally, or by electronic mail, or by mail, or facsimile, or placed in a conspicuous place accessible to all voting members, or as otherwise required by Chapters 617 and 720, Florida Statutes, as amended from time to time, at least forty-eight (48) hours before the date of such meeting in compliance with Florida Statutes as amended from time to time, but the directors may waive notice of the calling of the meeting in the case of an emergency;

C. A majority of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at the meeting, the directors then present may adjourn the meeting without notice other than the announcement at the meeting until a quorum shall be present.

Section 8. ORDER OF BUSINESS: The order of business at all meetings of the Board shall be as follows:

- A. Roll call;
- B. Reading of Minutes of last meeting;
- C. Consideration of communications;
- D. Resignations and elections;
- E. Reports of officers and employees;
- F. Reports of committees;
- G. Unfinished business;
- H. Original resolutions and new business.

Section 9. ANNUAL STATEMENT: The Board shall account to the members no less often than once each year as to the total fees collected from the members and as to the method of disbursement of said funds.

## ARTICLE III

### OFFICERS

Section 1. EXECUTIVE OFFICERS: The executive officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected annually by said Board. Any two (2) of said offices may be united in one person, except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation. The President shall be a director ex-officio, unless elected by the Board. The Board may determine whether there may be more than one Vice President.

Section 2. SUBORDINATE OFFICERS: The Board of Directors may appoint such other officers and agents as they may deem necessary, who shall hold office at the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by said Board

Section 3. TENURE OF OFFICERS; REMOVAL: All officers and agents shall be subject to removal, with or without cause, at any time by action of the Board of Directors pursuant to Florida Statutes as may be amended from time to time. The Board may delegate powers of removal of subordinate officers and agents to any officer.

Section 4. THE PRESIDENT:

A. The President shall preside at all meetings of the voting membership and of the directors; he shall have general and active management of business of the Corporation; he shall see that all orders and resolutions of the Board are carried into effect; he shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation; the seal when affixed shall be attested by the signature of the Secretary;

B. He shall have general superintendence and direction of all the other officers of the Corporation and shall see to the best of his ability that their duties are performed properly;

C. He shall submit a report of the operation of the Corporation for the fiscal year to the directors whenever called for by them and from time to time shall report to the Board all matters within his knowledge which the interest of the Corporation may require to be brought to their notice;

D. He shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation.

Section 5. THE VICE PRESIDENT: The Vice President shall be vested with all the powers and required to perform all the duties of the President in his absence; and such other duties as may be prescribed by the President of the Board of Directors.

Section 6. THE SECRETARY:

A. The Secretary shall keep the minutes of the meeting of the voting membership and of the Board of Directors' meeting in one or more books provided for that purpose;

B. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law-;

C. He shall be custodian of the corporate records and of the seal of the Corporation and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws;

D. He shall keep a register of the post office address of each member;

E. In general, he shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors or as set forth in the Restrictions.

## Section 7. THE TREASURER:

A. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;

B. He shall disburse the funds of the Corporation as ordered by the President of the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an accounting of all his transactions as Treasurer and of the financial condition of the Corporation;

C. He may be required to give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration of the Corporation in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Corporation. The Corporation shall pay all premiums for issuance of said bonds.

Section 8. VACANCIES: If the office of the President, Vice President, Secretary or Treasurer becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors, by a majority vote of the whole Board of Directors, may choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 9. RESIGNATIONS: Any directors or other officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation unless some time to be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.



## ARTICLE IV

### MEMBERSHIP

Section 1. DEFINITION: Each lot owner shall be a member of the Corporation and membership in the Corporation shall be limited to said lot owners. Membership shall become effective upon the recording in the public records of St. Johns County, Florida, of a deed or other instrument evidencing a member's legal title to the Lot. An owner will cease to be a member of the Corporation upon the sale, transfer or disposition of the member's lot or parcel.

Section 2. VOTING: Members shall be entitled to one (1) vote in the affairs of the Corporation for each lot, tract or parcel owned by said member. In the event a lot, tract or parcel is owned by more than one owner, only one (1) vote shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. The following persons shall be authorized to cast a vote on behalf of a Lot depending upon the specific ownership interests:

- (a) if a Lot is owned by one natural person, that person has the right to cast the vote on behalf of the Lot,
- (b) if a Lot is owned jointly by two or more natural persons, any of the record owners may cast the vote on behalf of the Lot,
- (c) if a Lot is subject to a life estate, any of the life tenants may cast the vote on behalf of the Lot, or the holder(s) of the remainder interest may cast the vote,
- (d) if the owner of a Lot is a corporation, any officer of the corporation may cast the vote on behalf of the Lot,

- (e) if a Lot is owned by a partnership, any general partner may cast the vote on behalf of the Lot,
- (f) if a Lot is owned by a limited liability company, any authorized agent or member may cast the vote on behalf of the Lot,
- (g) if a Lot is owned by a trust, any trustee of the trust may cast the vote on behalf of the Lot, or by any grantor or beneficiary or the trust provided the grantor or beneficiary occupies the Lot and provides proof to the Association that he or she is a beneficiary.

In a situation where there are two or more persons authorized to cast a vote on behalf of a Lot, it shall be presumed that the person casting the vote has the consent of all such persons.

Section 3. TRANSFER OF MEMBERSHIP AND OWNERSHIP: Membership in the Corporation may be transferred only as an incident to the transfer of a lot or parcel and such transfer shall be subject to the procedures set forth in the Declaration.

Section 4. SUSPENSION OF VOTING RIGHTS: Voting rights and voting interests of any lot owner, whether individual, estate, corporation, partnership, limited liability company, trust, or any other type of ownership, may be suspended for non-payment of monthly dues or special assessment dues required by that lot owner who is delinquent ninety (90) days or more pursuant to Florida Statute Chapter 720 as amended from time to time.

## ARTICLE V

### MEETINGS

Section 1. PLACE: All meetings of the voting membership shall be held at the main office of the Corporation in St. Augustine, Florida, or such other place and time as may be stated in the notice thereof.

## Section 2. ANNUAL MEETING:

- A. Regular annual meetings shall be held no later than the last calendar quarter of each year;
- B. At the annual meeting, the membership entitled to vote shall select a Board of five (5) Directors as provided for in Article II, Section 1, and transact such other business as may properly come before the meeting;.
- C. All annual meetings shall be held at a time to be determined by the Board of Directors.
- D. Except as otherwise required by law, a quorum at members' meetings shall be obtained by the presence, either in person or by proxy, of members entitled to cast thirty percent (30%) of the total voting interests.

Section 3. SPECIAL MEETINGS: Special meetings of the voting membership for any purpose or purposes, unless otherwise prescribed by Chapters 617 and 720, Florida Statutes as amended from time to time or by the Articles of Incorporation, may be called by the President, a majority of the Board of Directors or by twenty percent (20%) of voting membership. Such request shall state the purpose or purposes of the proposed meeting.

## ARTICLE VI

### NOTICES

Section 1. DEFINITION: Whenever under the provisions of Chapters 617 and 720, Florida Statutes as amended from time to time or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any voting member, it shall not be construed to mean personal notice; but such notice may be given in writing by mail, by depositing the same in a post office box or letter box in a postpaid, sealed wrapper, addressed to the address of the person entitled thereto as appears on the books of the Corporation or by causing same to be delivered to the residence of the person entitled thereto, or by electronic mail, or by facsimile, or placed in a conspicuous place accessible to all voting members.

Section 2. SERVICE OF NOTICE - WAIVER: Whenever any notice is required to be given under the provisions of the Chapters 617 and 720, Florida Statutes as amended from time to time or of the Restrictions or the Articles of Incorporation or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whenever before or after the time stated therein, shall be deemed the equivalent thereof.

Section 3. ADDRESS: The address for the notice to the Corporation is 3290 Kings Road South, St Augustine, Florida 32084 or such other address as designated by the Association.

## ARTICLE VII

### FINANCES

Section 1. FISCAL YEAR: The Corporation shall operate upon the fiscal year beginning on the 1st day of July and ending on the 30th day of June of each year. The Board of Directors is expressly authorized to change from a fiscal year basis to that of a calendar year basis whenever deemed expedient for the best interests of the Corporation.

Section 2. CHECKS: All checks or demands for money and notes of the Corporation shall be signed by any one of the following officers: President or Treasurer or by such officer or such other person or persons as the Board of Directors may from time to time designate.

## ARTICLE VIII

### SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Non-Profit". The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

## ARTICLE IX

### NO STOCK.

The Corporation shall never have or issue shares of stock and/or certificates of membership.

## ARTICLE X

### DEFAULT

In the event a lot or parcel owner does not pay any of the fees required to be paid to the Corporation at the time same may be due, the Corporation, acting on its own behalf or through its Board of Directors or their agents, may enforce its lien for the fees, or take such other action to recover the fees to which it is entitled, in accordance with the Restrictions, and any Florida Statutes in Chapters 617 and 720 made and provided and amended from time to time. If an action of foreclosure is brought against the owners of a lot or parcel for nonpayment of the monies due the Corporation and as a result thereof, the interest of the said owner in and to the lot or parcel is sold, then the owner will thereupon cease to be a member of the Corporation.

Any lot owner who has failed to pay any of the fees or other monetary obligations required to be paid to the Corporation for a period of ninety (90) days or more may have the right to use any of the common properties suspended, with the exception of use for purposes of ingress and egress to their respective lot, until such time as all fees and related costs to collect thereof are paid to the Corporation in full.

Any lot owner who has been given notice of delinquency of payment of fees required to be paid to the Corporation, according to Article IV, Section 4, and who has failed to make such payments to the Corporation for a period of ninety (90) days or more, may have their respective voting rights suspended pursuant to Florida Statutes Chapter 720 as amended from time to time. Such suspension shall remain in effect until such time as full payment of all fees and related costs to collect thereof are paid to the Corporation in full. Additionally, during the period of suspension of voting rights, the respective delinquent lot will cease to be included in total voting membership required for any meeting quorums required to conduct business by the Corporation or approve any amendments of Restrictions or By-Laws.

If the Corporation becomes the owner of a lot or parcel by reason of foreclosure, it may offer said lot or parcel for sale and at such time as the sale is consummated, it shall deduct from such proceeds all sums of money due it for the fees, all costs incurred in the bringing of the foreclosure suit, including reasonable attorney's fees, and any and all expenses incurred in the resale of the lot or parcel, which shall include, but not be limited to, advertising expenses, real estate brokerage fees and expenses necessary for the repairing and refurbishing of the unit in question. All monies remaining after deducting the foregoing items of expense shall be returned to the former owner of the lot or parcel in question.

## ARTICLE XI

### MISCELLANEOUS

Section 1. BINDING CORPORATION: No lot or parcel owner or member, except as an officer of this Corporation shall have any authority to act for the Corporation or bind the Corporation.

Section 2. INVALIDITY: If any By-Laws or part thereof shall be adjudged invalid, the same shall not affect the validity of any other By-law or part thereof.

Section 3. CONSTRUCITON: Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine or feminine, as the context requires.

## ARTICLE XII

### AMENDMENT

These By-Laws may be amended in the following manner:

Section 1. NOTICE: Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.


Section 2. RESOLUTION: A proposed amendment may be proposed by either the President, the Board of Directors, or by not less than twenty percent (20%) of the voting interests of the Association.

Section 3. APPROVAL: Except as otherwise required by law, a proposed amendment to these By-Laws shall be adopted if it is approved by at least fifty-one percent (51%) of the voting interests of the Association, present and voting either in person or by proxy, at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.


Section 4. EXECUTION AND RECORDING: A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the public records of St. Johns County, Florida.



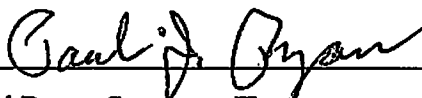
IN WITNESS WHEREOF we, being all of the Directors of Oakbrook Property Owners' Association, Inc., have hereunto set our hands and seals this 16<sup>th</sup> day of December, 20 12.



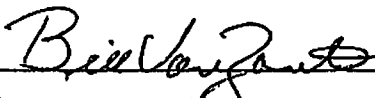
Harry Maxwell, President



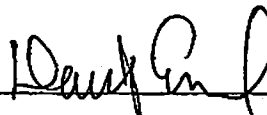
Ron Rodgers, Vice President



Paul Ryan, Secretary/Treasurer

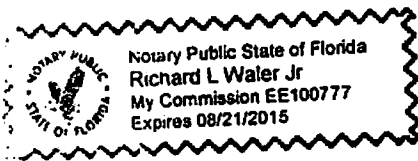


Bill Van Zante, Director



David Emmel, Director

THE FOREGOING instrument was acknowledged before me this 16<sup>th</sup> day of December, 2012 by Harry Maxwell, President of Oakbrook Property Owners' Association, Inc., Ron Rodgers, Vice-president of Oakbrook Property Owners' Association, Inc., Paul Ryan, Secretary/Treasurer of Oakbrook Property Owners' Association, Inc., Bill Van Zante, Director of Oakbrook Property Owners' Association, Inc., and David Emmel, Director of Oakbrook Property Owners' Association, Inc., all of whom X are personally known to me or \_\_\_\_\_ has produced Florida driver's license number \_\_\_\_\_ as identification



Richard L Waler, Jr.  
Signature of Notary

Richard L. Waler, Jr.  
Name of Notary Typed or Printed  
Commission Number: EE 100777  
Commission Expires: August 21, 2015

**RESOLUTION OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF  
OAKBROOK PROPERTY OWNERS' ASSOCIATION, INC.**

**ADOPTED BY UNANIMOUS CONSENT  
OF THE DIRECTORS WITH A MEETING  
OF ALL VOTING INTERESTS**

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF OAKBROOK PROPERTY OWNERS' ASSOCIATION, INC.** a Florida corporation not for profit (the "Association") as follows:

**WHEREAS**, the original By-Laws of the Association were amended on December 7, 1998; and

**WHEREAS**, it is necessary for the Association to refer to its By-Laws in the course of its business; and


**WHEREAS**, the Board of Directors of the Association have agreed to repeal the existing By-Laws and substitute a new Second Amended and Restated By-Laws in their place after having been approved by a duly-authorized quorum of all eligible voting interests of the Corporation; and

**NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED AS FOLLOWS:**

1. The Amended By-Laws of Oakbrook Property Owners' Association, Inc. are hereby amended by repealing those Bylaws and all amendments thereto in their entirety and adopting the attached Second Amended and Restated By-Laws in their place.
2. All previous resolutions of the Board of Directors which are inconsistent with this Resolution be, and the same hereby are, repealed, revoked and rescinded to the extent of any such inconsistency.

This Resolution adopted and approved this 16<sup>th</sup> day of December, 2012.

OAKBROOK PROPERTY OWNERS' ASSOCIATION, INC.

  
\_\_\_\_\_  
Harry Maxwell, President

( SEAL )

APPROVED BY:

Ron Rodgers

Ron Rodgers, Vice-president

Bill Van Zante

Bill Van Zante, Director

David Emmel

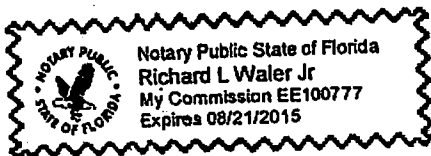
David Emmel, Director

Attest:

By: Paul J. Ryan

Paul Ryan, Secretary

THE FOREGOING RESOLUTION was acknowledged before me this 16<sup>th</sup> day of December, 2012 by Harry Maxwell, president of Oakbrook Property Owners' Association, Inc., Ron Rodgers, Vice-president of Oakbrook Property Owners' Association, Inc., Paul Ryan, Secretary/Treasurer of Oakbrook Property Owners' Association, Inc., Bill Van Zante, Director of Oakbrook Property Owners' Association, Inc., and David Emmel, Director of Oakbrook Property Owners' Association, Inc., all of whom X are personally known to me or        has produced Florida driver's license number                                  as identification



Richard L. Waler, Jr.

Signature of Notary

Richard L. Waler, Jr.

Name of Notary Typed or Printed

Commission Number: EE 100777

Commission Expires: August 21, 2015

### CERTIFICATION

The undersigned, Paul Ryan, the Secretary of Oakbrook Property Owners' Association, Inc., hereby certifies that the attached Resolution was duly passed on December 16, 2012 by the Board of Directors acting by the unanimous consent of those Directors acting on behalf of the Corporation and that it has not been repealed or amended and remains in full force and effect.

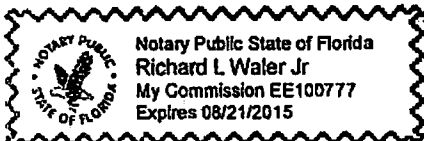
WITNESS, MY HAND AND SEAL of the Board of Directors of Oakbrook Property Owners' Association, Inc., this 16th day of December, 2012.

Paul J. Ryan  
Paul Ryan, Secretary

( SEAL )

THE FOREGOING CERTIFICATION was acknowledged before me this 16th day of December, 2012 by Paul Ryan, secretary of Oakbrook Property Owners' Association, Inc., who X is personally known to me or        has produced Florida driver's license number                                      as identification

Richard L. Waler, Jr.  
Signature of Notary



Richard L. Waler, Jr.  
Name of Notary Typed or Printed  
Commission Number: EE 100777  
Commission Expires: August 21, 2015