

**AMENDED AND RESTATED
BY-LAWS OF
PERDIDO BAY COUNTRY CLUB ESTATES
HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE ONE
NAME AND LOCATION**

The name of the Corporation is Perdido Bay Country Club Estates Homeowner's Association, Inc., comprised of Perdido Bay Country Club Estates, Units 1, 2, and 4, hereinafter referred to as the "Association." The principal office of the corporation shall be located at _____, Pensacola, FL, or such other address as approved by the Board of Directors of the Corporation.

**ARTICLE TWO
DEFINITIONS**

Section 1: The term "Association" shall mean and refer to the Perdido Bay Country Club Estates Homeowner's Association, Inc. and its successors and assigns.

Section 2: The term "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions (CCR's), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: The term "Parcel" shall mean and refer to any one of the individually owned parcels of land that collectively make up the Properties.

Section 4: The term "Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any parcel which is part of the Properties, including contract seller, by excluding those having such interest merely as security for the performance of an obligation.

Section 5: The term "Declarant" shall mean and refer to Perdido Bay Country Club Estates Homeowner's Association, Inc., a Florida corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped parcel from the Declarant for the purposes of development.

Section 6: The term "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions (CCR's), and any amendments thereto, applicable to Units 1, 2 and 4 and the Properties recorded in the public records of Escambia County, Florida.

Section 7: The term "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE THREE MEETING OF MEMBERS

Section 1: Annual Meeting: An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing officers/directors shall be held in Escambia County, Florida, in March of each fiscal year. The time and place of the annual meeting shall be fixed by the Board of Directors.

Section 2: Regular Meetings: In addition to the annual meetings, regular meetings of the Members shall be held at such time and place as shall be determined by the Board of Directors.

Section 3: Special Meetings: The president of the Association may call special meetings of the Members. In addition, the president of the Association shall call a special meeting of the Members when directed by majority vote of the Board of Directors, or upon receipt of a written request signed by at least (25%) of the Members of the Association. At any such special meeting, there shall only be considered such business as is specified in the notice of the meeting.

Section 4: Notice of Meeting(s). Written notice of any meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting. Notification will be by mailing a copy of such notice, postage prepaid, at least thirty (30) days before such meeting to each Member entitled to vote. Notice will be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in the case of a regular or special meeting, the purpose of the meeting.

Section 5: Quorum. At all meetings of the Members of the Association, either annual, regular or special, a majority of the total number of eligible votes of the Association, including Members voting in person or by proxy vote, shall constitute a quorum. If, however, the required quorum is not attained, a subsequent meeting shall be held more than sixty (60) days, but less than ninety (90) days following the initial meeting.

Section 6: Proxies. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member. All such proxies will be filed with the Secretary. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 7: Voting by Mail. Where directors are to be elected by Members, or where there is an act requiring the vote of the Members, such election or vote on such proposed action may be conducted by mail (absentee ballot) or other manner as the Board of Directors shall determine.

**ARTICLE FOUR
BOARD OF DIRECTORS**

Section 1: General Powers. The Board of Directors shall have general charge and management of the affairs, funds and property of the Association. The Board of Directors shall have full power and duty to carry out the purposes of the Association according to its Articles of Incorporation, the Declaration and these By-laws, as amended when required and necessary. The Board of Directors shall have authority to approve expenditures on behalf of the Association. The Board of Directors, acting on behalf of the Association, may accept any real or personal property, leasehold or other property interest within Perdido Bay County Club Estates, Units 1, 2, and 4, conveyed to the Association.

Section 2: Defined Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its 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 when such statement is requested in writing by one-third (1/3) of the Member;
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) As more fully provided in the Articles, to:
 - (1) Fix the amount of the annual assessment against each Parcel at least thirty (30) days in advance of each annual assessment period; and
 - (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period, and
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same and all costs and attorney fees incurred in such matters.
- (d) Issue, or to cause the Treasurer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

- (f) Cause all officers/directors or employees having fiscal responsibilities to be bonded as it may deem appropriate;
- (g) And, in general, to carry out all duties set forth in the Declaration of Covenants, Conditions, and Restrictions.

Section 3: Number, Tenure, and Qualifications. The number of directors constituting the Board of Directors for this Association shall not be less than seven (7). Each director shall be a member of the Association. Two (2) directors (who shall serve as president and treasurer, respectively, of the Association) shall hold office for two (2) years (2018 and 2019) or until their successors have been elected by a majority of the Members of the Association and two (2) directors (who shall also serve as vice president and secretary, respectively, of the Association) shall hold office for three (3) years (2018, 2019 and 2020) or until their successors have been elected by a majority of the members of the Association. Three (3) directors (who shall serve over committees for architectural control, nominations and covenant compliance, respectively, of the Association) shall hold office for two (2) years (2018 and 2019) or until their successors have been elected by a majority of the Members of the Association. Any increase in the number of directors shall be subject to approval of a majority of the Members of the Association. Any such additional directors shall be elected in units of two (2), and their initial terms shall be one for two (2) years and the other for three (3) years, with the determination to be by lot.

Section 4: Removal. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

Section 5: Compensation. No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 6: Vacancies. Any vacancy occurring in the Board of Directors shall be filled by election by the then existing Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE FIVE MEETING OF DIRECTORS

Section 1: Regular Meetings. The Board of Directors shall meet regularly at least once each quarter, in person, at a time and place it shall select. The office of a member of the Board of Directors shall be declared to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Section 2: Special Meetings. The Board of Directors shall hold special meetings when called by the president of the Association, or by any Director, after not less than three (3) business days' notice. All such meetings will be open to all Members and Members' tenants of Perdido Bay Country Club Estates Homeowner's Association, Inc.

Section 3: 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.

Section 4: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. But, if less than a majority of the directors are present at such meeting, a majority of the directors present may adjourn the meeting, without further notice.

ARTICLE SIX NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by the nominations committee under the supervision of the designated director. The nominations committee shall be formed by the board director for nominations and shall consist of a total of three (3) members which includes the designated Director. The nominating committee members may serve for a period of two (2) years. The nominating committee shall consist of a chairperson, the board director for nominations, and two or more Members of the Association. The nominating committee shall make as many nominations for election of the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are required to be filled for the appropriate calendar year. Nominations may also be made from the floor at the annual meeting.

Section 2: Election. Election to the Board of Directors shall be by proxy vote on the "Ballot for Officers & Directors" and "Membership Registration" form that is a part of the annual meeting packet forwarded to Owners and Members a minimum of thirty (30) days prior to the scheduled annual meeting date. Association Members vote for the persons listed on the ballot form by initialing the form and striking the name of a nominated member(s) that they choose not to vote for. A voting member may enter a new name on their return proxy ballot if they so choose. For those Members attending the Annual Meeting there will be a "recognition of hands" vote for the persons listed on the ballot form. Also, nominations may also be made from the floor at the Annual Meeting. The Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and By-Laws of this Association. The persons receiving the largest number of votes shall be elected to serve.

ARTICLE SEVEN
OFFICERS

Section 1: Enumeration of Officers. The officers of this Association shall be a President, Vice President, Secretary and Treasurer who shall at all times be members of the Board of Directors with terms of serving as defined at Article Four (4) Section Three (3) of these By-laws.

Section 2: Confirmation of Officers. The confirmation of officers shall take place at the first meeting of the Board of Directors following, each Annual Meeting of the Members.

Section 3: Term. The officers of the Association shall hold their respective office as defined in Article Four (4) Section Three (3) of these By-laws, unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4: Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may be required, 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 5: 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 resignations shall take effect on the date of receipt of such notice or at any other time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: 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 officer being replaced.

Section 7: Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section Four (4) of this Article.

Section 8: Duties. The duties of the officers are as follows:

- (a) President.** The president shall preside at all meetings of the Association and of the Board of Directors at which he or she is present, shall exercise general supervision of the affairs and activities of the Association, and shall serve as a member ex officio of all standing committees. The president shall serve as the chairman of the Board of Directors and shall appoint such committees as he/she shall consider expedient.

- (b) **Vice-President.** The vice-president shall assume the duties of the president during the president's absence and inability or refusal to act. The vice-president shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the Association.
- (c) **Secretary.** The secretary shall keep the minutes of all the meetings and votes of the Association and of the Board of Directors, which shall be an accurate and official record of all business transacted. The secretary shall keep appropriate current records showing the Members of the Association together with their addresses. The secretary shall also issue all notices for all meetings of the Association and the Board of Directors, be custodian of all corporate records and the corporate seal of the Association and perform such other duties as may be required of him/her by the president of the Association. The secretary shall affix the corporate seal of the Association on all papers requiring said seal.
- (d) **Treasurer.** The treasurer shall have charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Association. The treasurer shall keep regular accounts of his/her receipts and disbursements, submit his/her records when requested and give an itemized statement at annual meetings of the Association. The treasurer shall prepare an annual budget and present to the membership at the Association regular annual meeting and deliver a copy (as requested) to each Member.

ARTICLE EIGHT COMMITTEES

The Association shall appoint an Architectural Control Committee, a Nomination Committee and a Covenant Compliance Committee, as provided in these By-laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE NINE BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the By-Laws 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.

**ARTICLE TEN
ASSESSMENTS**

Section 1: Annual Assessments. Each Member is obligated to pay to the Association annual assessment dues, as more fully provided in the articles of these By-laws at Article Four (4) Section Two (2) (c). These assessments are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from; the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property and interest, costs and reasonable attorney's fees of such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the parcel, if any, or abandonment of his/her parcel.

Section 2: Setting and Paying of Assessments. The annual assessments shall be the same for each Member and shall be \$45.00 per year, subject to such modification as a majority of the directors may require, provided, however, that no increase greater than \$25.00 per year may be required without a two-thirds (2/3) majority of the eligible Members approving such increase. The annual assessments shall be payable on or before the Annual Meeting in March of each year.

Section 3: Special Assessments. Special assessments may be levied on Members of this Association only by a vote of a two-thirds (2/3) majority of all eligible Members of the Association. The procedure for voting on proposed special assessments shall be the same as the procedure provided in these By-laws for voting on amendments to these By-laws as stated in Article Twelve (12) below.

**ARTICLE ELEVEN
CORPORATE SEAL**

The Association may or may not have a seal in circular form having within its circumference the words: PERDIDO BAY COUNTRY CLUB ESTATES HOMEOWNER'S ASSOCIATION, INC.

**ARTICLE TWELVE
AMENDMENTS**

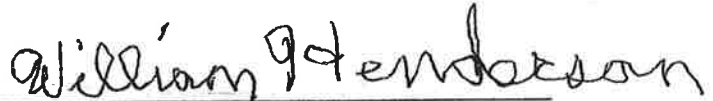
Section 1: These By-laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members entitled to vote present in person or by proxy.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles of Incorporation shall control.

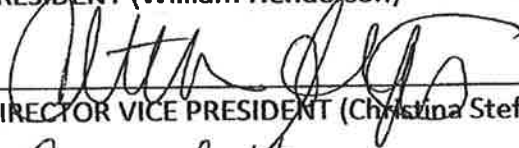
ARTICLE THIRTEEN
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of March and end on the last day of February of each year.

IN WITNESS WHEREOF, we, being all of the Directors of the PERDIDO BAY COUNTRY CLUB ESTATES HOMEOWNER'S ASSOCIATION, INC., have hereunto set our hands this 23 day of January, 2019.



PRESIDENT (William Henderson)



DIRECTOR VICE PRESIDENT (Christina Steffen)



DIRECTOR SECRETARY (Terry Dickson)



DIRECTOR TREASURER (Bobby Presley)



DIRECTOR (Rod Sprinkle)



DIRECTOR (Robin Tracy)


resigned - January 23, 2019

DIRECTOR (Brenda Pearson)

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of PERDIDO BAY COUNTRY CLUB ESTATES HOMEOWNERS'S ASSOCIATION, INC., a Florida not for profit corporation; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 17 day of January 2019;

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23 day of January, 2019.


SECRETARY