

This Instrument Prepared By:
Stephen A. Faustini
Upchurch, Bailey and Upchurch, P.A.
Post Office Drawer 3007
St. Augustine, Florida 32085-3007
FN: 2.13.020

Public Records of
St. Johns County, FL
Clerk # 2013067811,
O.R. 3801 PG 225-232
10/09/2013 at 03:31 PM,
REC. \$33.00 SUR. \$36.50


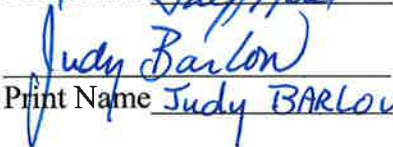
CERTIFICATE OF RECORDATION


**AMENDED AND RESTATED BYLAWS OF CYPRESS LAKES
HOMEOWNERS ASSOCIATION OF ST. JOHNS, INC.**


I HEREBY CERTIFY that the following amendment to the Bylaws of Cypress Lakes Homeowners Association of St. Johns, Inc., was duly adopted by the membership of Cypress Lakes Homeowners Association of St. Johns, Inc. (the "Association"), at the duly noticed annual meeting of the Association on the 27th day of April, 2013. Said amendment was approved by a proper percentage of the voting interests of the Association. The Amended and Restated Bylaws are attached with this filing.

WITNESSES:

CYPRESS LAKES HOMEOWNERS
ASSOCIATION OF ST. JOHNS, INC.


Print Name Jay Axel

Print Name Judy BARLOW

By: 
Printed Name: CHARLES A. SCENIC
Its President
Date: SEPTEMBER 19, 2013

Attest: 
Printed Name: STARIA Bayer
Its Secretary
Date: 9-19-13

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

The foregoing instrument was acknowledged before me this 19 day of September, 2013, by Charles L. Smith, as President of Cypress Lakes Homeowners Association of St. Johns, Inc. He/she is personally known to me or has produced as identification.



Notary Public

[Handwritten Signature] 9-19-2013.

**AMENDED AND RESTATED BYLAWS OF
CYPRESS LAKES HOMEOWNERS ASSOCIATION OF ST JOHNS, INC.
A DEED RESTRICTED COMMUNITY**

I. DEFINITIONS

All defined terms contained herein which are defined in the Declaration of Covenants, Conditions and Restrictions for Cypress Lakes Unit III ("Declaration") recorded in the public records of St. Johns County, Florida, and in the Articles of Incorporation of the Association, shall have the same meanings as such terms are defined in the Declaration and Articles of Incorporation.

II. LOCATION OF PRINCIPLE OFFICE

The office of the Cypress Lakes Homeowner Association of St. Johns, Inc. ("Association") shall be at (Severn Trent) 475 West Town Place, Ste 200, St. Augustine, Fl. 32092 or at such other place as may be established by resolution of the Board of Directors of the Association from time to time.

III. VOTING RIGHTS AND ASSESSMENTS

- A. Every person or entity who is a recorded fee simple owner of a Lot or any other portion of the Property shall be a member of the Association (the "Members") as provided in the Articles of Incorporation of the Association, and shall have the voting rights as set forth in the Articles of Incorporation, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from, ownership or any parcel within the Property.
- B. Assessments (Annual/Special) and installments not paid when due, shall bear interest from the due date until paid (at the interest rate established in the Covenants) and shall result in the suspension of voting rights and other privileges of membership during any period of such non-payment. The Association may also charge an administrative late fee not to exceed the greater of \$25 or 5% of the amount of each installment that is past the due date. Annual assessments are due January 1st of each year and shall incur interest charges/late fees if not paid prior to March 1st of that year.
- C. No Mandatory Charitable or Political Funding:
Assessments or other mandatory dues from Association members may not be used by the Association for charitable or political purposes.

IV. BOARD OF DIRECTORS

- A. A majority of the Board of Directors of the Association (the "Board") shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board.
- B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director shall be filled by the Board. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office and thereafter until his or her successor shall have been elected or appointed and qualified.

V. ELECTION OF DIRECTORS

- A. Petitions for nominees shall be accepted if signed by Members representing 10% of the total Members in good standing and must be received by the Secretary of the Association not less than thirty (30) days prior to the date fixed for the annual meeting of the members.
- B. Nominations for the Board may be made from the floor at the time of the Annual Meeting provided the nominee accepts such nomination; the nomination is accepted by a majority of the members; and there is a quorum of Members at the Annual Meeting.
- C. All elections to the Board shall be made on written ballots to be voted at the annual meeting, or at 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 describe the vacancies to be filled and set forth the names of those nominated for such vacancy. Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation (only one vote per property).
- D. In order for an election of members of the Board to be valid and binding, the election must occur at a meeting of the Members at which a quorum is present; or if the election is conducted by mail, the Association must receive as of the date established by the Board for receipt of ballots, a number of ballots representing not less than a quorum of the Members.
- E. The Members of the Board elected in accordance with the procedures set forth in this Article V shall be deemed elected as of the date of the annual meeting of the Members.

VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

- A. The Board of Directors shall have the power:
 - 1. To call meetings of the Members.
 - 2. To appoint and remove at its pleasure all officers, agents, vendors and/or employees of the Association and to prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. A director, officer, or committee member of the association may not directly receive any salary or compensation from the association for the performance of their respective duties and may not in any other way benefit financially from service to the association.
 - 3. To establish, levy and assess, and collect the annual and special assessments necessary to operate the Association and carry on its activities, and create such reserves as may be deemed appropriate by the Board.
 - 4. To collect assessments on behalf of any other property owners association entitled to establish, levy and collect assessments from the Members of the Association.
 - 5. To appoint committees, adopt and publish rules and regulations governing the use of the Common Areas or any portion thereof and the personal conduct of the Members and their guests thereon, including reasonable admission charges if deemed appropriate.

6. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.
7. To cause the financial records of the Association to be compiled, reviewed, or audited by an independent certified public accountant at such intervals as the Board may determine in its sole discretion.
8. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to the Members in the Declaration or the Articles of Incorporation of the Association.

B. It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all of its acts and corporate affairs.
2. To supervise all officers, agents, vendors and employees of this Association to insure that their duties are properly performed.
3. With reference to assessments of the Association:
 - a. To fix the amount of annual assessment against each Member for each annual assessment period at least thirty (30) days in advance of such date or period.
 - b. To prepare and maintain a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and
 - c. To send written notice of each assessment to every Member subject thereto.

VII. DIRECTORS MEETINGS.

- A. Regular meetings of the Board shall be held on such date and at such time as the Board may deem necessary with notices provided as per State Statutes.
- B. Special meetings of the Board shall be held when called by the President or Vice President of the Association or by any two (2) Directors, after not less than three (3) days notice to each Director.
- C. Meetings of the Board of Directors shall be open to all Members and notices of meetings shall be posted in a conspicuous place within the Property at least forty-eight (48) hours in advance, except in an emergency.
- D. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the property not less than 14 days before the meeting.
- E. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or a consent to the holding of such meeting, or an approval of

the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records of the Association and made part of the minutes of the meeting.

VIII. OFFICERS

- A. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be determined from time to time by the Board, in accordance with the Articles of Incorporation of the association. The President shall be a member of the Board, but the other Officers need not be.
- B. The officers of the Association shall be elected by the Board at the annual meeting of the Board, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his or her successor shall have been duly elected.
- C. A vacancy in any office because of death, resignation or other termination of service may be filled by the Board for the unexpired portion of the term.
- D. All Officers shall hold office for terms of one (1) year.
- E. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out and shall sign all notes, leases, mortgages, deeds and all other written instruments.
- F. The Vice President, or the Vice President so designated by the Board if there is more than one Vice President, shall perform all the duties of the President in his absence.
The Vice President(s) shall perform such other duties as may be assigned by the Board.
- G. The Secretary shall be ex officio the secretary of the Board, and shall record the votes and keep the minutes of all meetings of the Members and of the Board of Directors in a book to be kept for that purpose. The Secretary shall keep all records of the Association and shall record in the book kept for that purpose all names of the Members of the Association together with their addresses as registered by such members.
- H. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be required signatory on checks and notes of the Association.
- I. The Treasurer, or his appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be open for inspection upon reasonable request by any Member.
- J. With the approval of the Board of Directors, any or all of the Officers of the Association may delegate their respective duties and functions to a licensed and qualified property manager, provided, however, such property manager shall at all times be subject to the supervision and control of the Board of Directors.

IX. 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 Association shall retain the minutes of all meetings of the Members and the Board for not less than 7 years.

X. MEETINGS OF THE MEMBERS.

- A. The annual meetings of the Members shall be held prior to April 30th of each year, at such time as the Board may designate, or at such other date and time as may be selected by the Board.
- B. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, by any two or more members of the Board or upon the written request of Members holding a majority of all votes allocated to the entire Membership.
- C. Notice of all meetings of the Members shall be given to the Members by the Secretary. Notice may be given to the Member either personally or by sending a copy of the notice through the mail, postage fully prepaid, to his address appearing on the books of the Association. Each member shall be responsible for registering his address and telephone number with the Secretary and notice of the meeting shall be mailed to him at such address. Notice of the annual meeting of the Members shall be delivered at least fourteen (14) days in advance. Notice of any other meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action as governed by the Articles of Incorporation or the Declaration in which other notice provisions are provided for, notice shall be given or sent as therein provided.
- D. The presence, in person or by proxy, of the Members holding not less than 30% of the total votes in the Association shall constitute a quorum of the Membership for any action governed by these Bylaws. Changes to the Declaration and the Articles of Incorporation require two thirds (2/3rd) of the membership to constitute a quorum.

XI. PROXIES.

- A. At all meetings, each member may vote in person or by limited or general proxy.
- B. All proxies shall be in writing and shall state the date of the proxy and the date, time and place of the meeting for which the proxy is given, and must be signed by the authorized Member giving the proxy. A proxy shall be effective only for the specific meeting for which it is given; as such meeting may be lawfully adjourned and reconvened from time to time. No proxy shall extend beyond a period of ninety (90) days from the date of the meeting for which it was originally given, and every proxy shall automatically cease upon the sale by the Member of his interest in the property. All proxies shall be revocable at any time at the pleasure of the Member who executes same, and may include powers of substitution.
- C. For elections of the Board of Directors, the Members shall vote in person or by proxy at a meeting of the Members, or by a written ballot that each Member personally casts.

XII. AMENDMENTS.

These Bylaws may be altered, amended or rescinded by majority vote of the Members at a duly constituted meeting of the Association. Amendments shall be effective on the date of passage and certified by the Board President and Secretary. The amended By-Laws shall be recorded in the public records of St. Johns County, Florida. Copies will be maintained for review by Association members.

XIII. INCONSISTENCIES.

In the event of any inconsistency between the provisions of these Bylaws and the Declaration or Articles of Incorporation, the provisions of the Articles of Incorporation shall control.