

**BYLAWS OF
MARSH VIEW AT PONTE VEDRA SHORES WEST ASSOCIATION, INC.**

ARTICLE I – ORGANIZATION

Section 1. The name of this organization shall be MARSH VIEW AT PONTE VEDRA SHORES WEST ASSOCIATION.

Section 2. The organization shall have a seal which shall be imprinted in the margin next to this Section 2.

Section 3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II - PURPOSES

This organization is organized for any and all lawful business allowed under the laws of the State of Florida or the United States of America. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system and for the management and control of all common areas owned by the Association, collect and assess dues, as necessary, and generally oversee the affairs of the community.

ARTICLE III – MEMBERSHIP

Membership in this organization shall be open to the developer of record (Owner) and all subsequent lot purchasers/owners of MARSH VIEW AT PONTE VEDRA SHORES WEST ASSOCIATION and all subsequent Phases to be developed, if applicable.

ARTICLE IV – MEETINGS

The annual membership meeting of this organization shall be held on the 1st day of February each and every year except if such day shall be a legal holiday, then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date scheduled by these By-Laws. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held (to be determined).

The presence of not less than sixty percent (60%) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when he deems it for the best interests of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least but not more than thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons for such meeting and by whom the meeting was called.

At the request of the majority of all members of the Board of Directors or sixty percent (60%) of the members of the organization the President shall cause a special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V – VOTING

At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI – ORDER OF BUSINESS

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Good and Welfare
8. Adjournments

ARTICLE VII – BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of three members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Two (2) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 1st of February each year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the

remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select a secretary from one of their number.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE VIII – OFFICERS

The officers of the organization shall be as follows:

President: Henry P. Woodburn

Vice President: Spencer Cason

Secretary: Spencer Cason

Treasurer: Henry P. Woodburn

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates as required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records and seal of this organization.

He may be one of the officers required to sign the checks and drafts of the organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$10,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the Office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE XIX - SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE X - COMMITTEES

All committees of this organization shall be appointed by the Directors and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

ARTICLE XI - DUES

The dues of this organization shall be set by the Board of Directors per annum and shall be payable in the first day of each month thereafter.

ARTICLE XII - AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty percent (60 %) of all members.