

AMENDED AND RESTATED BYLAWS
OF

HIDDEN LAKES OF ST. AUGUSTINE HOMEOWNERS ASSOCIATION, INC.

Dated: July 7, 2013

ARTICLE ONE INTRODUCTION

1.01 Definition of Bylaws.

These are the amended and restated Bylaws of the Hidden Lakes of St. Augustine Homeowners Association, Inc., a Florida not for profit corporation (the "Association" or "Corporation"). These Bylaws are adopted for the regulation and management of the affairs of the Association.

1.02 Purposes and Powers.

This Corporation will have the purpose as stated in the Articles of Incorporation to act as the Homeowners Association for the Hidden Lakes Community.

1.03 Definitions. All terms defined in the Amended and Restated Declaration of Covenants and Restrictions for Hidden Lakes of St. Augustine Homeowners Association, Inc. (the "Declaration" or "Covenants") shall be used with the same meanings as defined therein.

ARTICLE TWO OFFICES AND AGENCY

2.01 Principal Office.

The Principle place of business of this Corporation in Florida will be located at 269 N. Churchill Drive, St. Augustine, Florida 32086.

2.02 Location of Registered Office.

The location of the original registered office of this Corporation will be located at 269 Churchill Drive, St. Augustine, FL 32086. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE MEMBERSHIP

3.01 Definition of Membership.

The Members of this Corporation are those persons having membership rights in accordance with the Declaration.

3.02 Classes of Members.

There shall be one class of membership for all Members.

3.03 Qualification of Members.

Each Owner of a Hidden Lakes property shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

3.04 Members Dues. The annual dues payable to the Corporation by Members will be such amount as may be determined by the Board of Directors. The amount will be determined by the approved annual budget. All Members will pay the same amount except that annual dues of new Members will be prorated from the first day of the month in which such Member is entering.

3.05 Assessments.

(1) Members will be subject to assessments of special dues to promote the recreation health and welfare of the residents and owners of the property and for all expenses required for the reasonable improvement and maintenance of the Association managed area ("Common Grounds").

(2) Under provisions of ARTICLE VIII of the Covenants, the Board may charge an Owner an assessment for reimbursement of expenses to provide maintenance on the Owner's property.

(3) Non-payment of assessments are subject to added charges for interest, collection and legal fees and are subject to a lien as provided for in the Covenants.

(4) The Board of Directors may, from time to time, determine the type of occasions for which fines may be assessed against Members, as well as the amounts thereof. The Board will have full authority to assess such fines on the occasions specified, in the manner specified in Section 720.305, Florida Statutes, as amended from time to time.

(5) Special assessments may be imposed by the Association's Board of Directors whenever necessary to meet unbudgeted, emergency or non-recurring expenses, or for such other purposes as are authorized by the Declaration of these Bylaws. Special assessments are due on the day specified in the resolution of the Board approving such assessment. The notice of any special assessment must contain a statement of the purpose(s) of the assessment, and the funds collected must be spent for the stated purpose(s) or returned to the Members in a manner consistent with law.

3.06 Place of Members' Meetings.

Meetings of the Members will be held at the St. Johns County Library, 124 Sea Grove Main Street, St. Augustine Beach, FL 32080 or other location deemed suitable by the Board of Directors.

3.07 Annual and Special Members' Meetings.

The annual meeting of the membership shall be held once a year during the month of May or as soon as practical thereafter at a time and place designated by the Board of Directors. The purpose will be to elect Directors and transact any other business that may come before the meeting. Special Members' meetings may be called by the President, Vice President, or by a majority of the Board of Directors of the Association, and must be called by the Association upon receipt of a written request from twenty percent (20%) of the total voting interests. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

If any proposed meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is given in the manner required for the giving of notice of a meeting.

Minutes of all meetings of the Members must be maintained in written form, or in another form that can be converted into written form within a reasonable time.

3.08 Notice of Members' Meetings:

Written notice of Members' meetings shall be given not less than 14 days or more than 30 days prior to the meeting date. Such notice must state the meeting date time and place and the agenda for the meeting. The notice must be sent by to each Member by first class mail, hand delivery, or electronically transmitted. If mailed, the notice will be deemed to be delivered when deposited in the United States

mail, addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. Evidence of compliance with this 14-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association.

3.09 Voting Rights of Members.

The Owner(s) of each property shall have one (1) vote per unit owned. A legal vote shall require that a DESIGNATED VOTER FORM is submitted from each property.

3.10 Members' Proxy Voting

A Member may vote by proxy executed in writing.

3.11 Quorum of Members.

The percentage of votes represented in person, or by proxy that constitutes a quorum at a meeting of Members will be 20% of the votes entitled to be cast. The vote of a majority of the votes at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law.

3.12 Transferability of Membership.

Membership in this Corporation is nontransferable and nonassignable.

3.13 Termination of Membership.

Membership in this Corporation will terminate on any of the following events, and for no other reason:

- (1)The death of a Member
- (2)The conveyance of title to another person who will become a Member upon the transfer.

ARTICLE FOUR

DIRECTORS

4.01 Definition of the Board of Directors.

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Covenants, the Articles and these Bylaws.

4.02 Qualifications of Directors.

The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1)Directors must be residents of the state of Florida.
- (2)Directors must be Members, or the spouse of a Member.
- (3)Directors must be Owners of one or more properties in Hidden Lakes.
- (4)Directors shall serve without compensation.

4.04 Number of Directors.

The number of Directors may five (5) or seven (7) with the number to be determined by vote of Directors.

In the event a Director misses three (3) consecutive Board meetings, the Board may, by vote of at least a majority of the whole Board, declare the office of said Director to be vacant, and may appoint a successor in accordance with section 4.06 of these Bylaws.

4.05 Terms of Directors.

Directors will elected for the term of one year.

4.06 Vacancies on the Board.

Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors will be filled by a vote by the remaining Board members. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

4.07 Place of Directors' Meetings.

Meetings of the Directors will be held at the St. Johns County Library, 124 Sea Grove Main Street, St. Augustine Beach, FL 32080 or other location deemed suitable by the Board of Directors.

4.08 Meetings of Directors and Committees.

A meeting of the Board of Directors of the Association occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board must be open to all Members except as otherwise provided by law. The provisions of this subsection shall also apply to the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of Association funds and to meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a Member of the community.

A gathering where less than a quorum of Directors is present or Committee meetings where expenditures of Association funds are not discussed (except for the ARB Committee) do not meet the criteria of a meeting and as such, need not be open to all Members. These gatherings will provide recommendations to the Board of Directors that will be discussed and voted on to become effective, only at a public meeting.

4.09 Notice of Meetings.

Notices of all board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each board meeting must be mailed or delivered to each Member at least 7 days before the meeting, except in an emergency.

4.10 Call of Board Meetings.

Board meetings may be called by either the President or by a number of Directors that constitute a quorum.

4.11 Waiver of Notice.

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such a meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Quorum of Directors.

A majority of the whole Board of Directors will constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles, these Bylaws or the Declaration.

4.13 Election of Directors.

Elections of directors must be conducted in accordance with the procedures set forth in the governing documents of the Association, and pursuant to Chapter 720, Florida Statutes, as amended from time to time. All Members of the Association shall be eligible to serve on the Board of Directors, and a Member may nominate himself or herself as a candidate for the Board at a meeting where the election is to be

held. Except as otherwise provided in the governing documents, Boards of Directors must be elected by a plurality of the votes cast by eligible voters. Any election dispute between a Member and the Association must be submitted to mandatory binding arbitration with the Division. Such proceedings shall be conducted in the manner provided by s. 720.306(9) and s. 718.1255, Florida Statutes, and the procedural rules adopted by the Division of Florida Condominiums, Timeshares and Mobile Homes (the "Division").

4.14 Election Procedure.

(1)General: The election procedure shall allow Owners to vote in person, by proxy or by secret mail in ballots (per section 720.306, Florida Statutes, as amended from time to time), and will be conducted by the Election Committee.

(2)Nomination.

On or about March 1st, all Owners will be sent by first class mail a letter inviting them to volunteer to become a Director. All Members who respond will be included on the ballot as candidates. These names will be presented at the annual Members' Meeting. Any Member who attends this meeting may nominate themselves to become a candidate. These names will also be placed on the ballot.

(3)Election mailing and forms.

The Election Package will be sent by first class mail to all owners on April 1st; It will include an Instruction Letter, a Ballot, a Designated voter form, a Proxy form, a Ballot envelope and an addressed return mailing envelope. Election packages received will be held and brought to the annual meeting. Owners who attend the meeting may bring their forms.

(4)Annual Meeting.

A quorum of members is required for the election to be valid. The total of valid proxies and legal ballots will be tallied.

A proxy form will be valid if the same owner has not submitted a ballot and the proxy holder is present at the meeting. This total must equal or exceed 20% of the total Membership to reach a quorum. Once the quorum is reached, the proxy voters will fill out ballots equal to the number of proxies they hold and place them in the ballot box. Ballots will be tallied by a Board member and checked by an attending owner who is not a candidate, board member, or person related to the same. Candidates who receive a simple majority of votes shall be elected and immediately constitute the new Board. In the event of a tie, a drawing of straws will decide the winning candidate.

(5) Failure to reach Quorum

If the quorum is not reached, the meeting will be adjourned and no vote will take place. During this period the current Board will remain, the received ballots will be securely held and additional ballots and proxies will be solicited. Once a quorum is reached, a new meeting will be scheduled and the Election and Annual Meeting will be concluded.

4.15 Resignation of Directors.

Any Director can resign at any time by delivering a written resignation to the President or to the Secretary of the Corporation.

The resignation will become effective immediately or on the date specified therein.

4.16 Removal of Directors.

A Director may be removed from office when such action will serve the best interests of the Corporation. This is done by a vote of the majority of Members in the manner prescribed in the Articles

or these Bylaws for the election of Directors. All recall proceedings shall be in accordance with Section 720.303(10), Florida Statutes, as amended from time to time.

4.17 Procedure of Board Meetings.

The rules contained in the Handbook on Parliamentary Procedure (“Roberts Rules of Order”) shall govern the meetings of the Board of Directors.

4.18 Power of Board of Directors.

The administration of the affairs of the Association shall be conducted by a Board of Directors. All powers and duties granted to the Association by law including, without limitation, Chapter 617, Florida Statutes, as amended from time to time, and as modified in the Declaration of Covenants, Articles of Incorporation, and these Bylaws, shall be exercised by the Board, subject to the approval or consent of the Members only when such is expressly required. The Board shall have the authority to:

- (A) Manage and control the affairs of the Association;
- (B) Appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Nothing in these Bylaws shall be construed to prohibit the employment of any Member, officer or Director of the Association in any capacity whatsoever;
- (C) Establish, levy, assess, and collect any assessment or charge provided for in the Association’s governing documents;
- (D) Designate one or more financial institution(s) as depository for Association funds, and the officer(s) authorized to make withdrawals therefrom;
- (E) With the prior consent of at least a majority of the voting interests, borrow money for Association purposes, and assign, pledge, mortgage or encumber any Association Common Areas or future revenues of the Association as security therefor;
- (F) Adopt, amend or revoke Rules and Regulations relating to the use of Lots and Common Areas, and such sanctions for noncompliance therewith, as it may deem necessary for the best interest of the Association and its Members. The Board may also establish and levy fees for the use of Common Areas or Association property;
- (G) Cause the Association to employ sufficient personnel to adequately perform the responsibilities of the Association;
- (H) Negotiate and enter into contracts for the maintenance and operation of the Common Areas;
- (I) Make improvements to the Common Areas;
- (J) Establish committees of the Association and appoint the members thereof. It may assign to such committees responsibilities and duties not inconsistent with the provisions of these Bylaws as it may deem appropriate;
- (K) Acquire property, real or personal, and enter into agreements with any persons or entity relating to the orderly transfer of property from said persons or entity to the Association, and such

other matters as the Board may deem appropriate; and

(L) Perform all other acts not inconsistent with law or the Association's governing documents and necessary for the proper functioning of the Association.

ARTICLE FIVE

OFFICERS

5.01 Roster of Officers.

The officers of this Corporation will consist of the following personnel: President, Vice-President, Secretary, and Treasurer.

An Officer may not serve as a multiple officeholder.

5.02 Selection of Officers.

(1) Each of the Officers will be elected by the Board at the Annual Membership Meeting immediately following the Election of the New Board of Directors.

(2) Each Officers term will be for 1 year.

5.03 Qualifications of Officers.

The qualifications for becoming and an Officer of the Association are as follows:

(1) Officers must be Owners and residents of one or more properties in Hidden Lakes and a Member of the Association.

(2) Officers need not be a Director.

(3) Officers shall serve without compensation.

5.04 President.

The President will be the Chief Executive Officer of this Corporation. The President will supervise and control the affairs of the corporation, subject to the control of the Board of Directors. The President will perform all duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors.

5.05 Vice President.

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.06 Secretary.

The Secretary shall (1) keep minutes of all meetings of the Members and the Board of Directors, (2) be the custodian of the corporate records, (3) give all notices are required by law or by these Bylaws, and (4) generally perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

5.07 Treasurer.

The Treasurer shall (1) have charge and custody of all Association funds, (2) deposit the funds as required by the Board of Directors, (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, (4) render reports and accountings to the Directors and Members as required by the Board of Directors or Members or by law, and (5) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

5.08 Removal of Officers.

Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers. This may be done whenever in their judgment, the best interests of this Corporation will therefore be served.

ARTICLE SIX

INFORMAL ACTION

6.01 Waiver of Notice.

Whenever any notice is required to be given under the provisions of the law, the Articles, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent the giving of such notice. Such waiver must in the case of a special meeting of Members, specify the nature of the business to be transacted.

6.02 Action of Members Without a Meeting.

Except the holding of the annual meeting and annual election of Directors, any action required or permitted to be taken at a meeting of the Members may be taken by mail without a meeting if written instruments expressing approval of the action proposed to be take are signed and returned by Members having not less than the minimum number of votes that would be necessary to take action at a meeting at which all of the voting interests were present and voting. If the requisite number of written consents are received by the Association's Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved at a meeting of the Members. Within ten (10) days of receiving written instruments sufficient to approve the proposed action, the Board shall send written notice of action taken to all Members who have not consented in writing.

6.03 Action of Directors Without a Meeting.

The Board of Directors may take action without a meeting if all of the Directors consent to the action in writing. The written consent will have the same effect as if a unanimous vote had been taken at a meeting. An action taken without a meeting of the Board becomes effective when the last Director signs the consent unless the consent specifies a different effective date.

ARTICLE SEVEN

COMMITTEES

7.01 Appointment of Committees.

The Board of Directors, by resolution duly adopted by a majority of Directors, may appoint one or more committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The Board may terminate any such Committee by resolution. The creation of such Committees however, shall not relieve the Board of Directors or any individual Director of any responsibility imposed on such personnel otherwise by law. The Board of Directors of the Association shall have the right to appoint all of the members of a Committee including the chairperson. The Board of Directors shall have the right to remove any member of a Committee as they deem necessary.

7.02 Contracting a Management Company

The Board of Directors, by resolution duly adopted by a majority of Directors, may contract the services of a Management Company and delegate to such Company specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation.

7.03 Powers retained by the Board.

Neither a Management Company nor any Committee shall have the authority of the Board to affect any of the following:

- (1) Submission to Members of any action for which the approval of Members is required by law.
- (2) Filling of vacancies in the Board.
- (3) Adoption, amendment or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

ARTICLE EIGHT

OPERATIONS

8.01 Fiscal Year.

The fiscal year of this Corporation shall begin on July 1st and end on June 30th of the following year.

8.02 Execution of Documents.

(1) Except as otherwise provided by law, checks, drafts, promissory notes, orders for payments of money and other evidences of indebtedness of this Corporation shall be signed by the Treasurer and countersigned by the President or Vice President.

Contracts, leases or other instruments executed in the name of and on behalf of the Corporation shall be signed by the Secretary and countersigned by the President and shall have attached copies of the resolutions of the Board of Directors authorizing such execution.

(2) Any single expenditure or annual commitment or contract that totals 10% or more of the total annual budget must be quoted with 3 suppliers/contractors. This commitment, contract or expenditure must be voted on and approved by a majority of the Directors at a public meeting before the service period may begin.

8.03 Books and Records

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Members and Board of Directors meetings. The Corporation will keep a register giving the names, addresses and contact information for all of its Members as well as the original of the ruling documents with amendments and all permits and contracts. The Secretary shall keep these items on file and make provisions for electronic copies as well.

8.04 Inspection of Books and Records.

All books and records of this Corporation may be inspected by any Member or his or her agent or attorney for any purpose at a reasonable time upon written request.

8.05 Non Profit Operations – Compensation

- (1) This Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income shall be distributed to its Members, Directors or Officers.
- (2) This Corporation shall not pay compensation to any of its Members, Directors or officers for services rendered. However it shall reimburse these individuals for any expenditures, made on behalf of the Corporation subject to prior approval.
- (3) This Corporation shall not make loans to any of its Directors or Officers.

8.06 Corporate Assets.

No Member or Incorporator may have any vested right, interest, of privilege of, in, or to the Corporations assets, functions, affairs, or franchises or any right, interest or privilege that may be

transferable or inheritable, or will continue if membership ceases, or while a Member is not in good standing.

8.07 Assessments.

The Association shall make assessments to Members as set forth in the Association's governing documents.

8.08 Special Assessments.

Special assessments may be approved by the Board of Directors. All special assessments shall be secured by a lien in the same manner as regular assessments per the Association's governing documents.

8.09 Rules and Regulations.

The Board of Directors may, from time to time, adopt, amend or add to rules and regulations governing the use of Common Areas, the operations of the Association, and the use of Lots and architectural standards.

8.10 Procedure.

Robert's Rules of Order (latest addition) shall govern the conduct of Association Member or Director meetings when not in conflict with the law, the Declaration or these Bylaws.

ARTICLE NINE

AMENDMENT OF BYLAWS

9.01 Amendment of Bylaws

The Power to alter, amend or repeal these Bylaws or to adopt new Bylaws is vested in the Board of Directors. Notice of any proposed amendment to these Bylaws shall be included in the notice of the Board meeting at which a proposed Bylaw amendment is to be considered. A proposed amendment may be proposed either by a resolution approved by a majority of the entire Board of Directors, or by a petition to the Board signed by the voting representatives of at least twenty-five percent (25%) of the voting interests of the Association. Except as otherwise provided by law, or by specific provision of the Association's governing documents, these Bylaws may be amended if approved by a majority of the whole Board of Directors at a regular or special meeting of the Board. 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 amendment are recorded in the Public Records of St. Johns County, Florida.

ARTICLE TEN

PUBLIC STATEMENTS

10.01 Authority to make Statements

No person, except for the President/Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

10.02 Limitation on Statements

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE ELEVEN

INDEMNIFICATION

11.01 Any person (and the heirs, executors or administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators of such person) may be entitled apart from this Article.

CERTIFICATION

ADOPTION OF BYLAWS

These Bylaws have been adopted by the Board of Directors of Hidden Lakes of St. Augustine Homeowners Association, Inc., by resolution and vote on 20 JULY, 2013.

DIRECTORS SIGNATURES

(*John Keppin*)
(*J. Quinn*)
(*Bob Wood*)
(*J. A. Clark*)

(*Malcolm Roberts*)
(*James E. Luntson*)
(*Paul Hayward*)